

ARTICLES OF ORGANIZATION / BY-LAWS OF THE WEST NEWBURY RIDING AND DRIVING CLUB

As Voted at Annual Meeting: November 10, 2017

ARTICLE I – DEFINITION

This Club shall be known as the West Newbury Riding and Driving Club, Inc. (Hereinafter “the Club” or “WNRDC”). The Club shall be incorporated as a non-profit organization Section 501(c)(3) in accordance with the laws of the Commonwealth of Massachusetts. As a non-profit corporation it has the same powers as business corporations, except the power to purchase, receive, take or otherwise acquire, own, hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use, or otherwise deal in or with its own shares. M.G.L. Chapter 180, s.6 as amended by M.G.L. Chapter 283 of the Acts of 1987.

ARTICLE II – MISSION

The West Newbury Riding & **and** Driving Club is a group of horse enthusiasts, whether actively riding or non-riding, whose mission is to provide educational opportunities to its members and the general public through clinics, lectures and training competitions; to preserve and improve open space, riding and other passive recreation opportunities in West Newbury; to make donations to local public safety, non-profit equine and non-equine related organizations; to organize riding activities with other members and the general public; and for any and all activities lawfully permitted under Massachusetts General Laws for a non-profit corporation.

The Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954. No substantial portion of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as provided under the Internal Revenue Code Section 501 (h), or participating in, or intervening in any political campaign on behalf of any candidate for public office.

ARTICLE III – POWERS OF THE CORPORATION

Those powers, unless otherwise provided in its articles of organization, include:

(a.) to have perpetual succession in its corporate name, unless a period for its duration is limited by special law or in its articles of organization;

- (b.) to sue and be sued;
- (c.) to have a corporate seal, which the Club may alter at its pleasure;
- (d.) to elect or appoint directors, officers, employees, and other agents, to fix their compensation and define their duties and obligations and to indemnify such corporate personnel;
- (e.) to purchase, receive, take by grant, gift, devise, bequest, or otherwise lease, or acquire, own, hold, improve, employ, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- (f.) to sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated;
- (g.) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;
- (h.) to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated;
- (i.) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (j.) to do business, carry on its operations, and have offices and exercise the powers granted by this chapter in any jurisdiction within or without the United States;
- (k.) to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof;
- (l.) to pay pensions, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of any corporation, fifty percent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by The Club;
- (m.) to participate as a subscriber in the exchanging of insurance contracts specified in M.G.L. Chapter 175, s.94B;

(n.) to be an incorporator of other corporations of any type or kind; and

(o.) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with this chapter or the general laws of the Commonwealth of Massachusetts.

ARTICLE IV - GENERAL MEMBERSHIP

SECTION 1 Eligibility

Membership in the Association shall be open to all, regardless of race, color, creed, national origin, sex / gender, religion, place of residence, age, familial status, handicap / disability, ancestry, children, genetic information, marital status, sexual orientation, veteran / military status or gender identity. ~~Any person convicted of animal abuse is disqualified from membership in WNRDC except for conviction of animal abuse.~~ There shall be individual, family and business memberships. Each family membership applies to all individuals of any age residing in the same household. For purposes of this Section, a household includes all members residing within the same physical home site. Voting eligibility is granted to anyone age eighteen or older residing in said household.

SECTION 2 Term & Fees

Membership shall run for a one (1) year or five (5) year period, expiring on December 31st of that year. Membership fees for the next one year and five year periods shall be determined by the Board of Directors and voted upon by a majority of the members attending the Annual Meeting of the year before the change occurs.

ARTICLE V – ANNUAL MEETING & FISCAL YEAR

SECTION 1 Annual Meeting and Date Thereof

There shall be one (1) Annual Meeting of the Club to be scheduled in the months of October or November for the Club membership to 1) elect applicable Officers and Directors of the Club, 2) be presented the prior year's financial report by the Club's Treasurer or representative, 3) vote on the next year's membership dues levels, 4) to determine organizations to receive donations by paper ballot vote, 5) to determine the total dollar amount for year-end donations, and 6) vote on any other business of the Club as presented by the Board of Directors.

(a.) Club Year-End Donations

The Treasurer will provide the Club membership with a list of past recipients of donations four (4) weeks before the Annual Meeting. Any member can submit a new organization to be considered for a donation to the Treasurer which will be added to the list. All donations will be in accordance with applicable laws for a 501(c)(3) organization. Paper ballots will be provided at

the Annual Meeting listing all the organizations. Members may vote for as many recipients as they wish at the Annual Meeting. The West Newbury Police, West Newbury Fire Company and GAR Library will receive donations each year. Any other organizations Selected by more than 50% of the number of ballots submitted will also receive a donation.

Dollar amounts for each organization will be determined by the Board of Directors or a Donations Sub-Committee of the board, at their next meeting after the Annual Meeting. The total shall equal the total dollar amount voted on by the membership at the Annual Meeting. The Treasurer will send out the donations prior to the end of the Club's fiscal year and notify members of donations made.

SECTION 2 Club Year

The Club's year shall run from January 1 through December 31 of the same year, except as determined from time to time by the Board of Directors.

ARTICLE VI – OFFICERS & BOARD OF DIRECTORS

SECTION 1 Composition Club Officers:

The Officers of the Club shall consist of a President, Vice President, Secretary and Treasurer. Each Officer is also a full member of the Board of Directors.

Directors:

The Board of Directors shall also consist of not less than three (3) but no more than five (5) other Directors. The Pipestave Hill Horse Trials Manager (or a representative, if there is a team) and an Essex County Trail Association (ECTA) West Newbury Liaison will be encouraged to fill two of the Board of Directors seats and they must also be members in good standing. The number of Directors may be increased or decreased by majority vote at the Annual Meeting

Board of Directors:

The Board of Directors comprises all Club Officers and Directors. Term Limits:
There shall be no term limits for Officers or Directors.

SECTION 2 Eligibility for Officers and Directors

No one shall be eligible for election as an Officer or Director who is not a current member in good standing except as described in SECTION 1 above. No two (2) members of the Board of Directors shall be from the same family. A family for purposes of this section shall mean any relationships construed whether by blood, marriage, including in-laws, or affect? of law, including but not limited to father, mother, brother, sister, daughter, son, husband, wife, spouse, grandfather, grandmother, aunt, uncle, or cousin.

SECTION 3 Officer and Board of Director Terms

The Officers and Directors shall be elected for a period of two (2) years. Except for the initial term of the Club, commencing dates of terms of Officers & Directors should be staggered so that

no more than ~~four~~five positions expire on the same year. All positions shall commence on January 1st.

SECTION 4 Duties of the Officers

(a.) President

The President shall call and preside at all meetings and shall be an official member of The Club but with no right to vote, except in the case of breaking a tie in voting. The President shall have overall responsibility for the operation of the Club through compliance with the Articles of Organization and By-Laws and acting in a fiduciary capacity to safeguard the Club's ongoing non-profit activities.

Directly reporting to the President shall be the Vice President and Secretary. In the absence of the President, the Vice President shall assume all duties of the President. In the absence of the President and Vice President, the Secretary shall assume all responsibilities of the President.

(b.) Vice President

The Vice President shall perform such duties as may be assigned to her/him by the President of the Club. The Vice President shall report directly to the President. The Vice President shall organize and oversee the balloting at the Annual Meeting.

The Treasurer shall report directly to the Vice President and the Vice President shall be responsible for managing the Treasurer's activities. In the absence of the President, the Vice President shall assume all duties of the President.

(c.) Secretary

The Secretary shall safeguard, maintain, and have custody of all the Club's records and books of record, as well as to record and safeguard the minutes of the Club's meetings as required by the Club's By-laws.

The Secretary may appoint Assistants from time to time for the purpose of recording and providing to the Secretary minutes from various Standing or Non-Standing Special Committees. In the absence of the President and the Vice President, the Secretary shall assume all duties of the President.

(d.) Treasurer

The Treasurer shall collect and safeguard all funds belonging to the Club and disperse those funds as authorized by the Board of Directors in the payment of Club debts and obligations.

The Treasurer shall present annually a written report itemizing all income and expenses for presentation at the Club's Annual Meeting.

The Treasurer shall furthermore be responsible for preparing and submitting any and all reports as may be required by any Federal, State and local government or agency regarding the Club's activities or for maintaining the Club's non-profit status.

SECTION 5 Nominating Committee for Officers/Directors

The Nominating Committee shall nominate candidates of expiring Officer and Board of Director positions to be voted on by the general membership at the next Annual Meeting.

At least six (6) weeks prior to the Annual Meeting for the election of the Officers and Directors, the President shall appoint a Nominating Committee of a maximum of three (3) members of the Club. No member of the Club shall be nominated for this Committee or for any other committee without the President's consent. Each member nominated must be a current member of the Club and in good standing. Nominations may be solicited from the membership by Club e-mail and/or in the newsletter up to three (3) weeks before the Annual Meeting. Any member in good standing may nominate themselves for a position. A completed ballot will be created by the Nominating Committee and submitted to the Vice President. The Vice President will then arrange to have it posted on the Club website at least two (2) weeks before the Annual Meeting and all members will be notified when the ballot is posted.

SECTION 6 Voting Procedures for Officers/Directors

The election of Officers and Directors shall be completed at the Annual Meeting. Determination will be by majority vote of the members in good standing, present, and voting at the Annual Meeting and members in good standing who do not attend the Annual Meeting but have submitted a ballot by US mail within the prescribed time. The ballot will be provided for members at the Club's website at least two (2) weeks before the Annual Meeting and must be received by the Vice President 2 days before the Annual Meeting, if member is not attending to vote in person. The Vice President shall certify that all ballots received are from members in good standing of the Club, and will determine the results of the balloting at the Annual Meeting.

SECTION 7 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 office by the majority vote of the remaining Board of Directors.

An Officer or Director may also be removed without cause by a two-thirds (2/3) 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 or by email at least one month prior to their desired date of resignation to allow the Board time to find a replacement.

(a.) The President shall have the authority to 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.

- (b.) A Directors position but not an Officer position may remain vacant until the next annual election at the discretion of the remaining Board of Directors by majority vote.

ARTICLE VII -- RESPONSIBILITIES OF THE BOARD OF DIRECTORS

SECTION 1 Control

The Board of Directors shall have entire control of the affairs of the Club and be responsible for establishing overall policies and procedures and their compliance.

SECTION 2 Convening Meetings

Meetings of the Board of Directors shall be held at the discretion of the President or at the request of three (3) members of the Board of Directors. Notice of a Board of Directors meeting shall be made in writing or by confirmed email five (5) days in advance. It is recommended that the Board meet a minimum of four (4) times per year. An agenda for the meeting must accompany the notification.

SECTION 3 Meeting Activities

At each meeting of the Board of Directors, the members shall review and approve the minutes of the previous meeting, attend to the specific meeting Agenda, and, if time permits, act on any and all reports submitted by various committees and address any issues that have been referred to The Board of Directors by the membership.

SECTION 4 Rules of Order & Quorum

At meetings held by the Officers and Directors, and in all cases to which they are applicable and in which they are not inconsistent with the By-laws or Special Rules of Order of the Club, they shall adhere to the rules contained in "Robert's Rules of Order" for purposes of presenting items and for voting. A quorum for voting by the Board of Directors will consist of one more than half of the current Board.

SECTION 5 Contractual Obligation Authorization

The Board of Directors must specifically authorize all contractual obligations including purchases, leases or sale of property, affiliation and any other matters that may legally bind the Club.

SECTION 6 Honorary Titles & Memberships

The Board of Directors shall have the authority to confer honorary non-voting membership and Directorship. The Board of Directors shall also have the authority to award annual recognitions to be presented at the Annual Meeting.

ARTICLE VIII – COMMITTEES & OFF BOARD POSITIONS OF THE CLUB

SECTION 1 Committee Organization

Standing Committees of the Club shall generally include at least three (3) members. However, a committee with less than three members is a permissible and valid committee. It will be the responsibility of the member acting as Chairperson to report on the activities of her/his committee, if activity has occurred, at each Board and General meeting. Committees shall report to the Board a minimum of three (3) times per year. All Committee members shall be recommended by the President and approved by a majority of the Board of Directors.

SECTION 2 Standing Committees

Each Standing Committee shall have a chair selected by the Board of Directors, or as otherwise stated for the particular committee. Standing Committees can include the following:

- (a.) Trails Committee: Shall be responsible for reviewing trails in the Town of West Newbury and evaluating and implementing ways the Club can assist with their maintenance. The ECTA West Newbury Liaison shall be a member of this committee. If there is a Club member who is also a member of the Town of West Newbury Open Space Committee, they may also be a member of this committee.
- (b.) Meetings Committee: Shall be responsible for organizing activities/speakers and arranging locations for Club meetings.
- (c.) Pipestave Hill Horse Trials & Maintenance Committee: Shall be responsible for planning and implementing all activities related to the running of competitions at Pipestave Hill and maintenance of the parts of Pipestave Hill related to competitions (example: cross country course). The Pipestave Hill Horse Trials manager (or a member of the team) shall be a member of this committee.
- (d.) Other Mounted Activities Committee: Shall be responsible for planning and implementing all activities related to the running of other competitions and mounted activities of the Club. The managers (or teams) shall be members of this committee.
- (e) Social Events Committee: Shall be responsible for planning and implementation of social activities of the club (examples: winter pot-luck supper, summer barbecue, barn tour).
- (f) By-Laws Committee: Shall be responsible for a periodic review of the By-Laws of the Club, not to exceed three (3) years and make any recommendations regarding amendments or deletions of the Articles.

SECTION 3 Special Committees

Special Committees may be authorized as required by the Board of Directors to advance the interests of the Club. Such Committees shall exist only for a period of one (1) year or until the

next Annual Meeting, whichever comes first. These Committees may then be converted to a Standing Committee by majority vote of the membership at the Annual Meeting.

SECTION 4 Off Board Positions

The following positions are Off Board Positions to be appointed by the Board of Directors. Each will report to the Board of Directors a minimum of three (3) times per year by email or in person at a Board meeting. The Board may create other Off Board Positions as needed.

(a.) Membership Secretary: The Membership Secretary is responsible for handling all aspects of Club membership, including processing membership applications, maintaining current membership lists, and giving all monies received to the Treasurer.

(b.) Social Secretary: The Social Secretary is responsible for purchasing and mailing cards to members for condolences and congratulations. He/she is also responsible for notifying the Treasurer in the case of condolences, so proper donation may be sent in memory.

(c.) Facebook Administrator(s): The Facebook Administrator(s) are responsible for maintaining the Club Facebook page including postings of Club activities and evaluating materials posted by others.

(d.) Website Administrator(s): The Website Administrator(s) are responsible for maintaining the Club website, including keeping all information up to date.

(e.) Volunteer Liaison: The Volunteer Liaison is responsible for oversight of volunteers, excluding Pipestave volunteers, including job descriptions, encouraging volunteerism, periodic check ins, and other duties related to this position.

ARTICLE IX – CONFLICT OF INTEREST

No member of the Board of Directors may use his/her membership on the Board for purposes which are, or give the appearance of being, motivated by private gain on the part of the member. Any Board member who has an interest which gives the appearance of being for private or personal benefit in a matter before the Board of Directors, shall disclose such conflict. In each instance of conflict of interest, the member shall withdraw and abstain from discussion and voting on the matter. The member may speak to the issue or may be invited to do so by another member of the Board.

A member who has withdrawn because of conflict of interest may be counted towards a quorum.

ARTICLE X – INDEMNIFICATION OF DIRECTORS AND OTHERWISE

No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such

liability, provided however that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law; **except as follows:**

- (a.) for any breach of the director's duty of loyalty to the corporation or its stockholders.
- (b.) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and
- (c.) for any transaction from which the director derived an improper personal benefit.

This provision shall not eliminate the liability of a Director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

The corporation shall, to the extent legally permissible, indemnify the person serving or who has served as Director or Officer of the Corporation, ~~or at its request as a Director, Trustee, Officer, or other Agent of any organization in which the Corporation owns shares of which it is a creditor~~ **gains against** all liabilities and expenses including amounts paid in satisfaction of judgments, in compromise with the defense or disposition of any action, suit or other proceeding whether civil or criminal in which they may be involved or with which they may be threatened while serving or thereafter, by reason of them being or having been such a Director, Officer, Trustee, Employee, or Agent, except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith or in the reasonable belief that his action was in the best interest of the Corporation: provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, Trustee, Employee, or Agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- (a.) such compromise shall be approved as in the best interests of the Corporation, after notice that it involved indemnification;
- (i) by a disinterested majority of Directors then in office, or
- (ii) by a majority of the membership at the time entitled to vote for Directors, ~~voting as a single~~
~~(last phrase deleted)?~~
- (b.) in the absence of action by disinterested Directors, or members, there has been obtained at the request of the majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted

in good faith in the reasonable belief that this action was in the best interests of the Corporation.

Expenses including counsel, fees, reasonably incurred by any such Director, Officer, Trustee, Employee or Agent in connection with defense or disposition of any such action, suit or other legal proceeding may be paid from time to time by the Corporation. ~~in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section.~~ The right of indemnification hereby provided shall not be exclusive or affect any other right to which any such Director, Office, Trustee, Employee, or Agent may be entitled. Nothing contained in this Article shall affect any right to indemnification to which Corporate personnel other than such Directors, Officers, Trustees, Employees or Agents may be entitled by contract or otherwise under law. As used in the Article the terms "Director", "Officer", "Trustees", "Employee" and "Agent" include their prospective heirs, executors and administrators and an "interested" Director, Officer, Trustee, Employee, or Agent is one against whom in such capacity the proceeding in question or other proceedings on the same or similar grounds is pending.

The Corporation may purchase and maintain Directors', Officers' liability insurance upon the vote of the Board of Directors. The nature, scope and amount of deductibility as to such insurance shall be as selected by the Board of Directors.

ARTICLE XI – AMENDMENT

The By-laws may be amended at the Annual Meeting or a Special Meeting of the Club called by the Board of Directors for this purpose. All members must be notified of the proposed amendments in writing or by email to each active member not less than two (2) weeks prior to the meeting. Determination will be by a two-thirds (2/3rds) vote of the members in good standing, present, and voting at the Annual or Special Meeting and members in good standing who do not attend the Annual or Special Meeting but have submitted a ballot within the prescribed time. The ballot will be provided for members at the Club's website at least two (2) weeks before the Annual or Special Meeting and must be received by US mail by the Vice President 2 days before the Annual or Special Meeting. The Vice President shall certify that all ballots received are from members in good standing of the Club. This ballot may be combined with the ballot for election of Officers and Directors for the Annual Meeting.

ARTICLE XII – DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one ~~of~~ **or** more exempt purposes as determined by the Board of Directors within the meaning of Section 501(c)(3) of the

Internal Revenue Code or shall be distributed to the Town of West Newbury for preservation and maintenance of open space.