

MAINE STANDARDBRED BREEDERS AND OWNERS ASSOCIATION
BY-LAWS as amended February 16, 2013

ARTICLE I. GENERAL

- 1.01 Name – the name of the organization shall be the Maine Standardbred Breeders and Owners Association, (MSBOA).
- 1.02 Location – The office of this Association for the transaction of its business shall be established at a regularly scheduled meeting. The registered office of the corporation shall be located in the State of Maine at the offices of such Clerk as may be elected annually by the Board of Directors. The corporation may have such other offices in the State of Maine as the Board of Directors may determine from time to time.

ARTICLE II. PURPOSE

- 2.01 The corporation is organized primarily to develop and promote the breeding and maintenance of the Standardbred Horse in the State of Maine and to enhance the Maine Standardbred Breeders Stakes. Consistent with the foregoing, the corporation shall work cooperatively with the Maine Harness Racing Commission to accomplish its objectives and purposes.

ARTICLE III. MEMBERSHIP

- 3.01 Membership is available to any person who owns, breeds, races, or has a genuine interest in the Standardbred Horse, who upon application or request without other condition or qualification except the payment of reasonable dues approved by a majority vote of the Association, be entitled to membership, and shall have the rights, liabilities and other incidents of membership herein set forth.
- 3.02 Dues. The amount and timing of the payment of dues by members shall be established each year at the annual meeting of the membership.
- 3.03 Lifetime Membership. Lifetime membership may be awarded to deserving individuals at the discretion of the Board.
- 3.04 Resignation, Forfeiture and Removal. Any member may resign by filing with the Secretary a written resignation which shall take effect at such time as may be specified therein. Membership may be denied or revoked by a two-thirds vote of the Board of Directors based on conduct found to be detrimental to the Association or the harness racing industry, generally.

ARTICLE IV. MEETINGS – The meetings shall be conducted as follows:

- 4.01 Annual meeting. The Association shall hold a regular meeting in the month of January or February at a location selected for the purpose of transacting such business as is necessary. The winter meeting shall also serve as the Annual Meeting of the Association for the purpose of selecting members of the Board of Directors and officers.

- 4.02 Special Meetings – The Association shall hold special meetings at the call of the President, or by a majority of the Board of Directors, or by petition to the Board of Directors by one-third of the members. Upon receipt of such call, the Secretary shall promptly send out notices of the meeting in accordance with the provisions of this article.
- 4.03 Conduct of Business – At any meeting of the Association an affirmative vote of a majority of the members present shall constitute the passage of business, after due notice to the total membership.
- 4.04 Notice of Meetings. A written notice of each meeting of the corporation, stating whether it is a semi-annual meeting or special meeting, the authority for the call of the meeting, the place and time of the meeting, and the items on the agenda, including the general nature of any proposed Bylaw amendment, and any proposal to remove a Director, shall be sent by the Secretary at least ten (10) days, but not more than forty-five (45) days, before the date set for the meeting. No business not stated on the notice may be conducted at a special meeting without the consent of at least sixty percent (60%) of the members present either in person or by proxy. Such notice shall be given in accordance with State law, and shall be given to the members listed with the records of the corporation as follows:
- (1) By delivering it in hand, or
 - (2) By mailing it, postage prepaid, addressed to the member at the address of the member or any other address designated by that member with the records of the corporation; or
 - (3) By email to the member at the email address designated in writing by that member with the records of the corporation.
- If notice is given pursuant to the provisions of this Section, the failure of any person entitled thereto to receive actual notice of the meeting shall not invalidate the meeting.
- (4) Waiver of Notice. The presence of any member in person or by proxy at any meeting shall conclusively establish the meeting's validity as to that member, unless any member shall object at the meeting to the noncompliance with this Article. Any meeting so held without objection shall be valid for all purposes, and at any annual meeting any general business may be transacted and any action may be taken.
- 4.05 Parliamentary Law – All meetings of the Association, or any committee of the Association, shall be conducted in accordance with the most recent edition of Robert's Rules of Order, except in the event of conflict with those Bylaws, in which instance, the Bylaws shall prevail.
- 4.06 Proxies – Every member may authorize another person to act for him/her by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his/her attorney in fact, and shall be revocable at the pleasure of the member executing it. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

ARTICLE V. BOARD OF DIRECTORS

- 5.01 Membership; staggered terms – The Board of Directors shall consist of nine Directors elected by the Association. Each year, three Directors shall be elected for three (3) year terms to fill the vacancies caused by the expiring terms.
- 5.02 Alternate Director –
- a. The Board of Directors may select an alternate member yearly. The alternate Director shall vote in the absence of any Director. The alternate Director will fill the un-expired term of a vacated position until the next Board of Directors election.
 - b. If for any reason a board member is unable to finish the term and there is no alternate member in place, a majority of the board may name a replacement for the remainder of the term.
- 5.03 Removal of Directors – At a special meeting of the Directors called expressly for that purpose, two-thirds of the Directors may vote to remove a Director, with cause, whenever in the judgment of the Directors the best interests of the Association would be served thereby. Provided, however, that such Director is first given a fair hearing, and that the number of Directors attending such hearing, and voting in favor of removal, constitute two-thirds of the total number of Directors.
- 5.04 Duties – The Board of Directors shall have the power to transact all regular business of the Association during the period between the regular meetings of the Association, subject to any prior limitations imposed by the Association.
- 5.05 Meetings – The Board of Directors shall meet as frequently as is necessary to carry out the duties delegated to it, on call of the President or upon the request in writing of three (3) members of the Board of Directors addressed to the Secretary of the Association.
- 5.06 Quorum – A quorum for the conduct of business of the Board shall be five (5) Directors.
- 5.07 Compensation – Directors as such shall not receive any stated salaries for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereof.
- 5.08 Complete minutes of all meetings of the Board shall be kept, and copies will be furnished to members of the Association who shall request the same.
- 5.09 Who Speaks for the MSBOA – Maine Standardbred Breeders and Owners Association may communicate through letters, e-mail, fax, telephone, conversation, or personal testimony. This section explains who is authorized to speak for and represent MSBOA.

1. MSBOA Officers are authorized to speak on behalf of MSBOA. Committee chairpersons may also speak on behalf of MSBOA within their respective areas.
 2. A MSBOA Board of Directors or member may communicate on behalf of the MSBOA only when authorized, usually by vote of the membership or at least by vote of the Board of Directors. In some cases the vote may be broad enough to allow the member a great deal of latitude; in other cases; the vote may be very specific.
 3. This procedure does not mean that The Maine Standardbred Breeders and Owners Association board directors should deny their MSBOA membership as they communicate or advocate on their own. Members may not attribute their personal opinions of those of the entire MSBOA membership. Members who identify themselves as part of MSBOA should clearly say that they are not speaking on behalf of the Maine Standardbred Breeders and Owners Association.
 4. The MSBOA Board of Directors is authorized to act without membership approval for essential decision making or in emergency situations.
 5. When the MSBOA membership authorizes an activity, it means that officers are authorized to act and that payments are authorized for that activity. Arrangements for the ongoing operation of the MSBOA are authorized by their very nature, i.e., mailings, meeting place and space, scheduling food, interpreters, photographer, public address system, etc.
 6. A Board member should send copies of written correspondence concerning MSBOA business to MSBOA Secretary for the official MSBOA files.
- 5.10 The Maine Standardbred Breeders and Owners Association Board of Directors must authorize financial contracts.

ARTICLE VI OFFICERS

- 6.01 Authorized Officers – The officers of the Association shall be a President, a Vice-President, a Secretary who shall also be Clerk, a Treasurer, and such other officers as the members of the Association deem advisable. The Secretary and Treasurer may be the same person. The Officers shall perform duties prescribed by the By-Laws and parliamentary authority adopted by the Association.
- 6.02 Elections – All officers shall be elected from the members of the Board of Directors and shall serve for a term of one (1) year. Nominations for such offices shall be made by a nominating committee, also allowing nominations from the floor. They shall be elected by a majority vote of the members present and voting at a regularly scheduled meeting called for that purpose. As set forth in Article XIII – 13.02, voting may be by proxy so long as it is received by the Secretary prior to the vote.

- 6.03 Compensation of Officers – The officers shall serve without compensation; however, they may at their request be reimbursed by the Treasurer for approved expenses incurred in the performance of their duties.
- 6.04 Removal – Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but where such Officer is also a Director, such removal shall be without prejudice to such Officer remaining a Director.
- 6.05 Vacancies – A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII DUTIES OF THE OFFICERS

- 7.01 President – The President shall preside at all meetings of the Association. He/she shall appoint all standing committees, and ex-officio be a member of all committees, standing and otherwise, and generally exercise powers common to the office.
- 7.02 Vice-President – The Vice-President shall perform the duties of the President in the event of the President’s absence or disability and otherwise assist the President in the performance of duties.
- 7.03 Secretary – The Secretary (who shall also be Clerk) shall keep the record of all business meetings of the Association. A complete and current list of all names and addresses of all members of the Association shall be considered as a duty of this office. The other duties shall include the notification of all members of the various committees of their appointment, notification of all members of regular and special meetings, and generally conduct the correspondence of the Association.
- 7.04 Treasurer – The Treasurer shall be responsible for the receipt and expenditure of all funds of the Association subject to the direction of the Board of Directors; however, all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation may be signed by such Officer or Officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 7.05 Gifts – The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or device for any purpose of the corporation.

ARTICLE VIII COMMITTEES

- 8.01 Standing Committees – In addition to any Committee of Directors, the Association shall at all times have a Nominating Committee, a Public Relations Committee, a Membership Committee, a Scholarship Committee, a Committee on Fairness in Horse Racing, and a Joint Coordinating Committee with the MHHA, whose membership, duties and responsibilities are as follows:

8.02 Nominating Committees

- a. Membership – The Nominating Committee shall consist of three (3) members who shall be appointed by the President at least thirty (30) days before the annual meeting.
- b. Chairperson – The Committee shall elect one of its members as Chairperson at its organizational meeting.
- c. Duties – The Nominating Committee shall present a slate of nominees from the general membership for election to the Board of Directors at the Annual Winter meeting. The Nominating Committee shall present a slate of officers, with invitations to the general membership for other nominations, for election at the Annual Winter Meeting.

8.03 Public Relations Committee

- a. Membership – The Public Relations Committee shall consist of five (5) members who shall be appointed by the President.
- b. Chairperson – The Committee shall elect one of its members Chairperson at its organizational meeting.
- c. Duties – This Committee shall work in the direction of promoting the Standardbred Breeding Program in the State of Maine. It shall endeavor to provide innovative ideas to enhance this program and be ready at all times to work in conjunction with such organizations as: The Maine Harness Horsemen’s Association, the Maine Legislature, the New England Sulky Championship Committee, Maine Fair Association, other state organizations and any racetrack personnel.
- d. Meetings – The Committee shall meet as often as necessary to promote a continuously improved breeding program in Maine.
- e. Quorum – At any meeting three (3) members of this Committee shall constitute a quorum for the conduct of business.

8.04 Membership Committee

- a. Chairperson – This committee shall be chaired by the Secretary and assisted by four (4) members who shall be appointed by the President.
- b. Duties – The Committee shall have the responsibility of soliciting new members to the MSBOA. It shall work in conjunction with the membership so as to improve attendance at regular meetings, and shall also assist the Treasurer in collecting annual dues from members.
- c. Meetings – This Committee shall meet as often as necessary to carry out its duties.
- d. Quorum – At any meeting three (3) members of this Committee shall constitute a quorum for the conduct of business.

8.05 Scholarship Committee

- a. Membership – The Scholarship Committee shall consist of six (6) members who shall be appointed by the MSBOA President within 30 days after the annual winter meeting and approved by the Executive Committee. The initial terms of members will be as follows:
 - Two (2) members will be appointed for three (3) years;
 - Two (2) members will be appointed for two (2) years;
 - Two (2) members will be appointed for one year.
- b. After the initial appointments, the terms will be for a period of three (3) years.
- c. Chairperson – The Committee shall elect one of its members as Chairperson at its organizational meeting.
- d. Duties – The Committee shall have the responsibility of soliciting scholarship nominees and selecting scholarship recipient(s). It shall present the selected recipient(s) to the Executive Committee for approval at their May meeting.
- e. Suggested Time Frame (window to work):

January, February, March	Applications Available
April 1	Applications are due
May	Executive Committee approval
June	Recipient notified
July-August-September	Award Presentation
- f. Checks made out to the student and the college.
- g. Meetings – This committee shall meet as often as necessary to carry out its duties. The Chairperson shall advise the MSBOA President of the scheduled meeting.
- h. Quorum – At any meeting, four (4) members of this Committee shall be a quorum for the conduct of business.

8.06 The Committee on Fairness in Horse Racing

- a. Membership – The committee shall be composed of three board members to be appointed by the Board President, and six at large members to be elected by the general membership, all for three-year terms. Terms to be staggered.
- b. Chairperson – Shall be appointed by the President and approved by a majority of the Board. The Chairperson shall serve a two-year term.
- c. Duties – The Committee on Fairness in Horse Racing:

1. Shall do all in its power, in cooperation with the Maine Harness Racing Commission, to promote the fairness, honesty, and integrity of Maine standardbred horse racing.
 2. Shall monitor the activities and innovations of other Breeders Stake Programs, other racing at-large programs and develop proposals to modify Maine harness racing.
 3. Shall act as a place where people can speak and address concerns and questions; where the membership of the Maine Standardbred Breeders and Owners Association may raise issues and concerns about Sire Stakes and overnight rules as they relate to fairness, honesty, and integrity in horse racing.
 4. Shall aid in ensuring the humane treatment of Standardbred horses.
 5. The committee shall make rule recommendations to the Board of Directors who will, if they concur, bring such recommendations to the Maine Harness Racing Commission.
 6. Shall help educate its membership regarding existing rules and regulations designated to promote fairness, including the illegal use of drugs.
 7. Shall urge members, trainers, and drivers to report infractions to the proper officials.
 8. Shall through the Board of Directors request that the Maine Harness Racing Commission investigate conditions that could lead to a decrease in fairness in horse racing.
- d. Quorum - A quorum required to conduct business shall be three (3) members.

8.07 Coordinating Committee

- a. Membership - The committee shall be comprised of the President and Vice President of the MSBOA and three members of the Maine Harness Horsemen's Association.
- b. Chairperson - The Chairperson shall be elected by the Committee.
- c. Duties - The committee shall discuss common interests and the use of monies contributed from the Sire Stakes purses, including the proposed budget of the MHHA.

ARTICLE IX BOOKS AND RECORDS

The corporation shall keep correct and complete records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors. At least annually, the Board of Directors shall hire an independent Certified Public Accountant to review the books of account and financial records of the corporation, and to prepare an unaudited financial statement based on such books and records.

ARTICLE X FISCAL YEAR

The fiscal year of the corporation shall be such as may from time to time be established by the Board of Directors, but, initially, shall be the calendar year.

ARTICLE XI LIABILITY OF MEMBERS, DIRECTORS AND OFFICERS

11.01 Exculpation – No member, Director or Officer shall be liable for acts or defaults of any other member, Director or Officer, or for any loss sustained by it or any member, Director or Officer thereof, unless the same has resulted from his/her own willful misconduct or gross negligence.

11.02 Indemnification –Every Director or Officer of the corporation shall be indemnified against all reasonable costs, expenses, and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him or her in connection with any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which he or she may be involved as a party or otherwise by reason of his or her having been a Director or Officer at the time of the incurring or imposition of such costs, expenses, or liabilities, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or gross negligence toward the corporation in the performance of his or her duties, or in the absence of such final adjudication, any determination of such liability by the option of the legal counsel selected by the corporation.

The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law and shall insure to the benefits of the legal representatives of such person.

ARTICLE XII AMENDMENT TO THE ARTICLES OF INCORPORATION OR BYLAWS OF THE CORPORATION

12.01 The Articles of Incorporation or the Bylaws of the corporation may be amended by a vote of at least two-thirds (2/3rds) of all members, at a meeting duly called for such purpose. A proposal to amend the Articles of Incorporation or the Bylaws may, upon proper notice, be submitted to the members at a semi-annual or special meeting, at the request of any Director. If said amendment is to be considered at a special meeting of the members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member within the time and in the manner provided by these Bylaws for the giving of notice of special meetings.

ARTICLE XIII VOTING PRIVILEGES

- 13.01 Regular Voting - All members in good standing, with dues paid to date, shall be entitled to vote at any meeting of the Association.
- 13.02 Proxy Voting - Proxy votes shall be acceptable if a member in good standing with dues paid to date petitions in writing the Secretary of the Association for a proxy vote before the actual meeting date. All proxy votes shall name the representative voting and shall be mailed to the Secretary and counted with regular ballots at the time of voting.

ARTICLE XIV NON-PROFIT PURPOSE AND ACTIVITIES

- 14.01 The Corporation is organized exclusively for non-profit purposes under section 501(c) of the Internal Revenue Code, or the corresponding section of any federal tax code.
- 14.02 No part of the net earnings of the organization shall inure to the benefit of or be distributable to, its members, Directors, Officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose close hereof.

ARTICLE XV TERMINATION

- 15.01 In the event that this association is liquidated, then any remaining assets will be distributed to a qualifying Section 501 organization with a purpose comparable to the purpose of the Maine Standardbred Breeders and Owners Association, or if no such organization exists, then to the State of Maine Department of Agriculture.

ARTICLE XVI MISCELLANEOUS

- 16.01 Severability - The invalidity of any provisions of these bylaws shall not be deemed to impair the validity of the remainder of these bylaws and, in such event, the other provisions hereof shall continue in full force and effect as the invalid provision had never been included herein.
- 16.02 Conflict - IN the event of any conflict between these bylaws and the mandatory provisions of State of federal law, the provisions of state or federal law shall apply.
- 16.03 Gender - The use of the singular number in these bylaws shall be deemed to include the plural the plural the singular, and the use of any one gender shall be deemed applicable to either gender.
- 16.04 Captions - The headings preceding the various sections of these bylaws are intended solely for the convenience of readers of the bylaws and in no way define, limit or describe the scope of these bylaws or the intent of any provisions thereof.

