

Maryland Steeplechase Association, Inc. By-Laws

Article I Members

Section 1. Membership

Membership in the Association shall be open to all organizations which organize a point-to-point or steeplechase race meet in the State of Maryland.

Section 2. Race Organization Members

Initial application for membership is \$1,000. Minimum annual dues shall be \$500.00. Payment shall entitle the organization to designate two individuals (and one alternate) to serve as a director and voting member of the MSA.

Section 3. Individual Members

Individual membership is for any interested individual, youth or adult, who supports the goals and purposes of the MSA. Minimum annual dues shall be \$50.00 (lifetime membership fee \$1000). Payment shall entitle the individual to serve as a voting member of the Association.

Section 4. Termination of Membership

Membership in the Association shall be terminated a) upon resignation, b) when dues are excessively overdue, unless prior arrangements have been agreed to by the board of directors, and c) by official vote of the board of directors, provided the member has been notified as to cause and permitted a full hearing before the board of directors.

Section 5. Annual Membership Meeting

An annual meeting shall be held at which the activities and achievements of the MSA, past and future, shall be discussed. Membership dues must be current for voting privileges at the annual meeting.

Section 6. Membership Meetings

Membership meetings may be called at any time for any purpose or purposes by the president, by the vice-president, or by a majority of the directors upon request. Such request in writing shall state the purpose or purposes of the meeting, and business transacted at the meeting may be confined to the purpose or purposes stated in the meeting notice.

Section 7. Notice of Meeting

The secretary shall send written notice of membership meetings to each member at least twenty (20) days before the meeting.

Section 8. Membership Dues

Membership dues shall be due and payable November 1 of each year for the current fiscal year, and shall be considered overdue on December 1. Membership will be suspended if dues are not paid by January 31.

Article II Directors

Section 1. Number of Directors

There shall be a board of directors comprised of no less than 15 nor more than twice the number of organized races plus 5 directors-at-large as well as an additional seat for a National Steeplechase Association Licensed Steward, at the discretion of the Board. The president shall serve as chairman of the board.

Section 2. Selection of Directors

Each racing organization shall be entitled to designate two individuals to serve as a director of the MSA. The Board of Directors shall elect no less than three, no more than five individual members to serve as Directors-at-Large. The Board of Directors may elect an additional Director-at-Large who is a licensed National Steeplechase Association steward.

Section 3. Official Business

The board of directors shall establish the policy and priorities for the MSA. A majority vote of all directors in attendance at any meeting shall be sufficient for official business if a quorum is present. A quorum shall require two officers, one of which shall be the president or vice-president, and any five directors.

Section 4. Executive Committee

There shall be an executive committee comprised of the president, the vice-president, the secretary, the treasurer, and one director elected by all the board. The executive committee may exercise all the powers of the board not specifically limited to the board by the by-laws. A written report on executive committee meetings shall be available to all the directors.

Section 5. Meetings

The board of directors shall meet annually, while the executive committee shall meet as required for the transaction of business. These meetings shall occur at a time and place to be designated by the president.

Section 6. Notice of Meetings

The secretary shall send written notice of board meetings to each director at least twenty (20) days before the meeting.

Section 7. Removal from Board

A director may be removed from the board of directors for cause, following a hearing, by two-thirds vote of the remaining directors present if a quorum exists.

Article III Officers

Section 1. Officers

The officers of the MSA shall consist of a president, a vice-president, a secretary and a treasurer. They shall be elected by the board of directors at the annual meeting for two-year terms. They shall be elected by the board of directors at the annual meeting for a two-year term. No officer shall be permitted to serve in the same office for more than 2 terms.

Section 2. President

The president shall preside at all meetings and shall appoint committees.

Section 3. Vice-President

The vice-president shall preside at all meetings in the absence of the president. He or she shall perform duties as delegated by the president.

Section 4. Secretary

The secretary shall be responsible for taking minutes of all membership, board, and executive committee meetings, and sending out notices of meetings.

Section 5. Treasurer

The treasurer shall be responsible for collection of dues, for an accounting of income and expenses of the Association, and for preparing financial statements for all membership, board and executive committee meetings.

Article IV Bank Accounts

Section 1. Deposit Accounts

The board of directors shall from time to time authorize certain officers or other agents of the corporation to deposit funds of the corporation in such banks, trust companies or other institutions as shall be authorized from time to time by the board of directors.

Section 2. Checks and Drafts

The board of directors shall from time to time authorize certain officers or other agents of the corporation to withdraw any or all of the funds of the corporation upon checks, drafts or other instruments or orders for the payment of money.

Section 3. Signatures

There shall from time to time be certified to the banks or trust companies in which funds of the corporation are deposited, the signatures of all officers or agents of the corporation authorized to draw against the same.

Only one authorized signature shall be required except that any check, draft or other instrument or order for the payment of money in an amount greater than \$5000 shall be signed by the president and countersigned by the secretary or treasurer.

Article V
Miscellaneous Provisions

Section 1. Fiscal Year

The fiscal year of the corporation shall end on the last day of June.

Section 2. Seal

In the event the president shall direct the secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the year of its organization and the word "Maryland." The seal shall be in the custody of the secretary.

Article VI
Amendments

These by-laws may be amended by a two-thirds majority of the board of directors voting at any meeting at which a quorum is present, or by written ballot of the entire Board, provided all current members are given reasonable notice of proposed changes and an opportunity for presenting their views of the meeting.

Amended January 14, 2015 to include option of an extra board seat for an NSA steward, to expand officer terms from one to two years, and to limit officers to two consecutive terms in a given office.