

# NEW ENGLAND EQUESTRIAN LAND MANAGEMENT

## CONSERVATION CORPORATION

### ARTICLE I – THE ORGANIZATION

**Section 1. NAME:** The name of this organization shall be the New England Equestrian Land Management Conservation Corporation hereinafter referred to as NEELMCC or the Organization.

**Section 2. PURPOSE:** The purpose of this non-profit organization shall be to locate open space land throughout the New England area suitable for municipal equestrian oriented activities; to foster the development of a plan to protect and preserve the rights of equestrian and compatible recreational use for local communities; to oversee and manage said land acquisition and development plan to ensure a self-sustaining program designed for the long term protection and operation of these facilities; undertake projects in the areas of research, education and service in cooperation with clubs, civic groups, subdivisions of government and governmental agencies at all levels; and promote through education, good horsemanship, and common sense equestrian etiquette with all equestrian users.

**Section 3. POWERS:** NEELMCC shall have all the powers enumerated in the Articles of Organization and shall exercise those powers as provided herein.

### ARTICLE II – MEMBERSHIP AND DUES

**Section 1. MEMBERSHIP:** Membership in this organization shall be open to any individual interested in the mission and beliefs of NEELMCC and shall be granted after an application for same has been submitted by the interested party to the Secretary and payment of the prescribed dues on an annual basis. Membership is open to individuals, families and groups. Membership will run from January 1 to December 31.

**Section 2. DUES:** Membership dues shall be paid on an annual basis and shall become due and payable for the year on January 1<sup>st</sup>, the beginning of NEELMCC's fiscal year. New members paying dues after September 1<sup>st</sup> will be considered as having paid dues through the following year. The amount of dues shall be determined by a majority vote of the Board of Directors and approved either by a majority vote of the members present at the Annual Meeting or at a Special Meeting or by a majority of the ballots received from the membership through a mail ballot.

**Section 3. ACTIVITIES AND VOTING:** Members in good standing (annual dues paid in full and not indebted to NEELMCC) shall be entitled to participate in all activities and receive all publications of NEELMCC. Members in good standing eighteen (18) years or over are entitled to vote at membership meetings and for the election of Directors. Any member in good standing shall be eligible for nomination and election as Director on the Board of Directors.

**Section 4. MEMBERSHIP PLANS:**

- a. **INDIVIDUAL PLAN:** This plan provides individual mailings, membership card, and full membership privileges.
- b. **FAMILY PLAN:** All members of the same household may join under the family membership. One membership card is issued, and the family receives single mailings, etc. All individuals have full membership privileges in accordance with the by-laws and established custom. Additional cards for each member in the family shall be issued upon request.
- c. **CHAPTER STATUS:** Any group which requires NEELMCC membership as a condition for joining and which maintains a 100% NEELMCC membership may enroll as a Chapter provided: A) it agrees to run an activity to benefit the Organization during the year; and B) it agrees to host one Board Meeting per year within its membership area.
- d. **AFFILIATED CLUBS AND GROUPS:** Such groups must maintain four (4) Individual Memberships, and if possible run one event per year to benefit the Organization. Each group shall receive a discounted membership rate for their members at a reduced membership rate as set by the Board of Directors. The Board of Directors may set other standards for such groups as determined to be necessary.

**ARTICLE III – MEMBERSHIP MEETINGS: ANNUAL and SPECIAL MEETINGS, QUORUM, VOTING and PARLIAMENTARY AUTHORITY**

**Section 1. PLACE OF MEETINGS:** Meetings of Members may be held at a central location.

**Section 2. GENERAL MEETINGS:** General meetings may be held as often as once per month as determined by the Board of Directors in conjunction with the Active Membership Chairperson. Said meetings shall be run and organized by the Active Membership Chairperson.

**Section 3. ANNUAL MEETING:** An Annual Meeting of the Members of NEELMCC shall be held in November or December of each year on a date and place to be determined by the Board of Directors. At this meeting annual reports from the president and treasure shall be presented to the membership.

**Section 4. SPECIAL MEETINGS:** Special meetings of the members may be called by the President. Special meetings may also be requested by two Directors and will be called by the President.

**Section 5. NOTICE OF MEETINGS:** Notice of all meetings must be tendered at least one (1) week prior to the selected date.

**Section 6. QUORUM OF MEMBERS:** At any meeting, the Members of the general membership present shall constitute a quorum for the transactions of business.

**Section 7. ADJOURNMENTS:** Any meeting of the Members may be adjourned to any other time and to any other place permitted by these By-Laws by the Members entitled to vote and present or represented (in writing) at the meeting, although less than a quorum. It shall not be necessary to notify any Member of any adjournment. Any business which could have been transacted at any meeting of the Members as originally called may be transacted at adjournment thereof.

**Section 8. VOTING:** All Members at least eighteen (18) years of age are entitled to one (1) vote and shall have one vote each and may vote in accordance with Article III, Section 9 of these By-Laws. Each Family or Group membership is entitled to one (1) vote. Except as otherwise provided, any action authorized at a membership meeting, which has been duly called and at which a quorum is present, shall require a majority of the votes cast at such meetings by the membership entitled to vote.

**Section 9. PARLIAMENTARY AUTHORITY:** *Robert's Rules of Order Revised* shall govern meetings of the Board of Directors and Membership meetings when not in conflict with these By-Laws.

**Section 10. ACTION OF MEMBERS AT A MEETING:** When a quorum is present, a majority of the Members entitled to vote and present in person, except where a larger vote is required by law, the Articles of Organization or these By-Laws, shall decide any matter to be voted on by the Members.

**Section 11. ACTION OF MEMBERS WITHOUT A MEETING:** Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all responding Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of Members. Such consent shall be treated for all purposes as a vote at a meeting.

**Section 12. NOTICE.** Due notice is defined as written notice to each Member postmarked at least fifteen (15) days prior to the date of a meeting of Members or by publication of notice of such meeting in any newsletter or other regular communication distributed by NEELMCC to its members, at least thirty (30) days prior to the date of the meeting.

#### **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1. POWERS:** The Directors may exercise all the powers of the Organization except such as are required by law or the Articles of Organization or the By-Laws to be otherwise exercised. They shall have control and management of the business, activities and property of the Organization. Except as otherwise provided by the By-Laws, they shall have the power to purchase, lease, and sell such property, and to make such contracts and agreements as they deem advantageous. They shall have the power of admission and expulsion of the general

membership. The Directors shall have the power of expelling members for failure to pay dues within the time prescribed, disorderly conduct or conduct detrimental to the Organization. Expelled members have the right of appeal. Such appeal must be made in writing within thirty (30) days of receiving notification of expulsion. The appeal shall be directed to the Membership Committee through the President. The appeal must be presented as an order of business at the next general meeting. The Chairman of the membership Committee shall be responsible for presenting the appeal. The general body will have the final decision on the appeal and will decide the matter by secret ballot. In the event of a vacancy in the board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full board until the vacancy is filled.

**Section 2. ELECTION:** A Board of Directors of at least ten (10) but not more than fifteen (15) shall be elected by the Members at each Annual Meeting of the Members of NEELMCC. All Directors must be members of NEELMCC.

**Section 3. TENURE:** Except as otherwise provided by law or by vote of Members, each Director shall hold office for one (1) year. Any director may resign by delivering his/her resignation in writing to the other Directors or to the Secretary of NEELMCC. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

**Section 4. REMOVAL:** Any Director may be removed from office at any time (a) with or without cause, by a vote of the majority of the voting general membership, or (b) for cause, by a vote of two-thirds of the Directors then in office. A Director may be removed for cause only if notice of such action shall have been given to all Members entitled to vote or all Directors, as the case may be, prior to the meeting at which such action is to be taken. The Director to be removed shall have been given reasonable notice and opportunity to be heard before the body proposing to remove him/her.

**Section 5. VACANCIES:** Any vacancy in the Board of Directors, however occurring, will be filled by vote of the general membership, or by the President with the approval of the Board of Directors.

**Section 6. MEETINGS:** The Directors shall hold an organizational meeting within three (3) weeks immediately after final adjournment of the Annual Meeting of Members for the election of the President and other officers. If no organizational meeting is held in accordance with the foregoing provision, a special meeting may be held to do as such at another time and place as the Directors shall deem appropriate. Any action taken at such meeting shall have the same effect as if taken at the organizational meeting. The Board of Directors shall meet monthly at a time and place to be selected by them. Any Director absenting himself from three (3) consecutive meetings shall be considered to have resigned his/her position at the discretion of the Board of Directors.

**Section 7. QUORUM OF DIRECTORS:** At any meeting a simple majority of Directors then in office shall constitute a quorum and may conduct business.

**Section 8. ACTION OF DIRECTORS WITHOUT A MEETING:** Any action required or permitted to be taken without a meeting of the Directors may be taken without a meeting, if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Written correspondence shall include e-mail. Such consents shall be treated for all purposes as a vote at a meeting.

## **ARTICLE V – OFFICERS**

**Section 1. DEFINITION:** The Officers of NEELMCC shall consist of the President, Vice-President/Clerk, Secretary and Treasurer.

**Section 2. QUALIFICATIONS:** The President shall be a Director and must be a member of NEELMCC. All the officers must be members of NEELMCC and shall be Directors of the Organization.

**Section 3. ELECTION:** The President, Vice-President/Clerk, Treasurer, Secretary shall be elected annually by the Directors at the Annual Organizational Meeting of Directors. The officers may be appointed by the Directors at such meeting or at any other time.

**Section 4. TENURE:** The President, Vice-President/Clerk, Secretary and Treasurer shall be elected for one (1) year.

**Section 5. RESIGNATION:** Any officer may resign by delivering his written resignation to the President or the Board of Directors, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

**Section 6. REMOVAL:** The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

**Section 7. VACANCIES:** Any vacancy in office will be filled for the unexpired balance of the term by vote of a majority of the Directors present at any meeting of Directors at which a quorum is present.

**Section 8. PRESIDENT:** The President shall in general perform all duties pertinent to the office of President and such other duties as from time to time may be assigned to him/her by the Board of Directors. The President shall preside at all business meetings and will insure that the meetings are conducted in accordance with the following:

**a. ORDER OF BUSINESS:**

- i. Secretary's report
- ii. Treasurer's report
- iii. Acceptance of reports by those present at meeting

- iv. Consideration of old business
- v. Consideration of new business
- vi. Adjournment (no motion to adjourn may be entered without satisfying the above requirements.)

**b. RULES OF CONDUCT:**

- i. The President must recognize all members who wish to speak from the floor in connection with the business at hand.
- ii. Members must show a desire to be recognized by raising their hands; no member may speak until he or she has been duly recognized.
- iii. Once recognized, members are entitled to speak until they have completely expressed their views.
- iv. All motions must be seconded by at least one voting member before it can be considered by the general body.
- v. No seconded motion can be set aside without approval of the general body.
- vi. No un-seconded motion shall be considered by the general body.
- vii. No motion can be carried if the meeting is not in quorum. For a general meeting, the requirement is members present shall constitute a quorum. For Board of Directors Meeting, the requirement shall be a simple majority of directors then in office.
- viii. All parliamentary questions will be settled in accordance with Robert's Rules of Order.

**Section 9. VICE-PRESIDENT/CLERK:** The Vice-President/Clerk shall perform all of the duties of the President in the case of the latter's absence or disability, and he/she shall assume the duties of the Chairmen of the Board of Directors.

**Section 10. SECRETARY:** The Secretary shall notify all members of approaching meetings and shall be responsible for maintaining the following records and documents:

- a. Roll of Members
- b. Charter of the Organization
- c. Copies of current By-Laws
- d. Accurate minutes of each meeting
- e. Copies of all reports required by the state

The Secretary shall also be responsible for the filing of such reports with the appropriate agencies of the state. The Secretary's books must be audited annually and be ready to be presented at the Annual Meeting.

**Section 11. TREASURER:** The Treasurer shall receive and deposit all monies and checks in bank accounts belonging to NEELMCC and same shall be disbursed under the direction of the President. The Treasurer shall be bonded for the term of his/her office. All disbursements shall be by checks drawn against this account and signed by the Treasurer or the President. Proper vouchers shall be taken for all disbursements. It shall be the Treasurer's duty to keep a proper and accurate record of the finances of the Organization and all books shall be opened for

inspection and examination by the Board of Directors or any committee of members appointed for that purpose. The Treasurer shall render an account of the condition of the Organization at the Annual Meeting and at such time as the Board of Directors may require. At the expiration of his/her term, the Treasurer shall deliver all money, property and rights of the Organization into the hands of his/her successor or the President. The Treasurer shall be responsible for the annual corporate filings with any and all taxing authorities. The Treasurer's books must be audited annually and be ready to be presented at the Annual Meeting.

**Section 12. OTHER POWERS AND DUTIES:** Each officer shall, subject to the By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his/her office, and such duties and powers as the Directors may from time to time designate.

## ARTICLE VI – COMMITTEES

**Section 1.** The Board of Directors may appoint various committees from the general membership or strictly from the Board of Directors to carry out specific duties and responsibilities. The chairperson of each committee will be accountable to the President and may be required to report progress at meetings unless otherwise specified by the Board of Directors. The chairperson shall be selected from among the members of the committee by the committee members, or a chairperson pro-tem may be appointed from time to time by the Board of Directors. In general, members of committees shall be held accountable to the appointing body.

**Section 2.** The Board of Directors shall appoint an Active Membership Chairperson at the Annual Organizational Meeting of Directors and shall stipulate specific duties and responsibilities. The Active Membership Chairperson may appoint committees from the general membership to carry out the duties and responsibilities specified by the Board of Directors. The chairperson of each committee shall be selected from among the members of the committee by the committee members, or a chairperson pro-tem may be appointed from time to time by the Active Membership Chairperson. The chairperson of each committee shall be accountable to the Active Membership Chairperson, who will report progress to the Board of Directors at its monthly meetings. In general, members of committees shall be held accountable to the appointing body.

## ARTICLE VII – FINANCING

**Section 1. FISCAL YEAR:** The fiscal year of the Organization shall end on June 30.

**Section 2. REVENUES:** The general policy shall be to obtain revenue from planned activities as much as possible. Dues are payable by January 1 and members remaining delinquent by April 15<sup>th</sup> shall be reported by the Secretary and dropped from the rolls of the Organization. All such revenues shall be deposited in the NEELMCC bank accounts. Other funds for the operation of NEELMCC and for the furtherance of its objective and purposes may be derived from grants and

allocations from governmental agencies or bodies of other public and private organizations, associations and individuals and such other sources as may be approved by the Board of Directors. Except as otherwise provided by law or lawfully directed by any grantor or donor, NEELMCC may retain or dispose of all or any part of any real or personal property acquired by it and invest and reinvest any funds held by it according to the judgment of the Board of Directors, without being restricted to the class of investments which fiduciaries are or hereafter may be permitted by law to make, provided such retention, disposal, investment or reinvestment furthers the purpose of NEELMCC.

**Section 3. PAYMENTS:** No payments shall be made from any NEELMCC monies nor any financial obligations made, except in consequence of a duly approved resolution of the Board of Directors. The Board of Directors may, from time to time, authorize the President to approve obligation or payments in amount of less than \$100.00.

### **ARTICLE VIII - CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS**

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

### **ARTICLE IX- INDEMNIFICATION**

NEELMCC shall, to the extent legally permissible, and only to the extent that the status of NEELMCC as an organization exempt under Section 501 (c)(3) or any other section of the Internal Revenue Code is not affected thereby, indemnify each of its Directors, officers, employees or other agents (including persons who serve at its request as Directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fine and penalties and counsel fees, reasonable incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which may be threatened, while in office or thereafter, by reason of his/her being or having been such a Director, officer, employee or agent, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of NEELMCC provided, whosoever, that as to any matter disposed of by a compromise payment by such Director, officer, 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 such compromise shall be approved as in the best interest of NEELMCC, after notice that it involves such indemnification: (a) by a majority of the disinterested Directors then in office; or (b) by a majority of the disinterested Members entitled to vote. Expenses including counsel fees, reasonable incurred by any such Director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by NEELMCC in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to NEELMCC if he/she shall be adjudicated to be not



entitled to indemnification under Massachusetts General Laws. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which NEELMCC personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms “Director,” “officers,” “employees” and “agents” include their respective heirs, executors and administrators, and an “interested” Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. In connection with the foregoing, NEELMCC shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or other agent of NEELMCC, or who is or was serving at the request of NEELMCC as a Director, officer, employee or other agent of another organization, in which NEELMCC has an interest, against any liability incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not NEELMCC would have the power to indemnify him/her against such liability.

#### **ARTICLE X – EARNINGS; DISTRIBUTION OF ASSETS ON DISSOLUTION**

No part of the net earnings or receipts of NEELMCC shall inure to the benefit of any member, director or officer of NEELMCC or any private individual, provided that this shall not prevent the payment to any such person of such reasonable compensation for services actually rendered to or for NEELMCC. No member, director or officer of NEELMCC or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution, liquidation or winding up of NEELMCC. All members of NEELMCC shall be deemed to have expressly consented and agreed that upon such dissolution, liquidation or winding up of NEELMCC, whether voluntary or involuntary, the assets of NEELMCC then remaining in the hand of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over to a benevolent, educational, scientific, or eleemosynary institution or organization qualifying as exempt organizations under Section 170 (b)(1)(a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future laws) upon such terms and in such amounts and proportions as the Board of Directors may impose and determine, to be used by such institutions or organizations receiving the same for such similar or kindred purposes as are set forth in the Article of Organization of NEELMCC and any all amendments thereto.

#### **ARTICLE XI – AMENDMENT OF BY-LAWS**

These By-Laws may be altered, amended or repealed, or new By-Laws adopted provided notice of same is circulated among the general membership for a period of not less than ten (10) days. Then, after such, a simple majority vote shall rule (I) at an Annual or Special Meeting of the Members with one-third of the membership present or (II) a Board of Directors Meeting.

WITNESS the execution hereof this \_\_\_\_ day of \_\_\_\_\_, 2007.

New England Equestrian Land Management  
Conservation Corporation

\_\_\_\_\_  
By  
Its Clerk