

**CONSTITUTION AND BYLAWS OF THE
GRANITE STATE CARRIAGE ASSOCIATION**

[Amended and Restated — May 24, 2022]

ARTICLE I NAME AND STATUS

The name of the organization shall be THE GRANITE STATE CARRIAGE ASSOCIATION, registered as a nonprofit corporation under the laws of the State of New Hampshire.

ARTICLE II STATEMENT OF PURPOSE

The purpose of The Granite State Carriage Association shall be pleasure driving, with emphasis on the understanding and practice of driving or riding equines safely through a regular program of activities.

ARTICLE III MEMBERSHIP AND DUES

- A. Membership is open to all persons interested in any aspect of the sport and recreation of driving or riding equines safely.

- B. Dues shall be paid in January for each calendar year, with dues received from new members after September 30th being applied to the following calendar year.

- C. There shall be one general class of membership with annual dues to be decided by the Board of Directors, subject to approval by the membership at an annual meeting. Said general membership is to be for an individual, or a family living in the same household. A family shall consist of two adults plus their children under the age of 18. A family membership is entitled to two adult votes.

- D. Junior family members shall consist of those who will not have reached their 18th birthday as of January 1st of the membership year. They shall have no voting rights. In all association activities, juniors must be in the company of, and the responsibility of, an adult member.

- E. A Lifetime Member may be recommended by any current association member. Criteria used for Lifetime Member should consider years of GSCA membership and exceptional contributions to the association, however the Board of Directors may allow other factors found suitable at the time to support selection of a Lifetime Member.

A proposed Lifetime Member must be recommended in writing, should have a minimum of 20 years of membership, and have distinguished themselves in several exceptional ways with the association activities for at least 10 years. Examples include, but are not limited to, serving as an officer or director or serving in an appointed position, hosting drives or rides, or other suitable service as determined by the Board of Directors. The recommendation must be supported by a majority vote of the Board of Directors and shall be subject to approval by the membership at an annual meeting. Dues for a Lifetime Member, or couple if both members have been active in association activities, shall be zero. A Lifetime Member shall be accorded all privileges of association membership, including the right to vote and to hold office or appointed position.

ARTICLE IV PARTICIPATION IN PROGRAMS OR ACTIVITIES

A. The Granite State Carriage Association is an organization of friends who come together periodically to discuss and practice their common interest in driving or riding equines safely through a regular program of activities. In joining the association, all members recognize that they are individually responsible for themselves, and their property when participating in association programs or activities, and that the association has no collective responsibility or liability for occurrences at any program or activity.

B. All programs and activities sponsored by the association are at no charge to current members. At the discretion of the Board, program fees may be authorized to defray specific costs.

C. All participants engaged in an equine activity — including juniors, guests, carriage passengers, and volunteers who are participants [D.], — must be a current member of GSCA, in order to meet requirements of the state of [NH R.S.A. TITLE LII Chapter 508 LIMITATION OF ACTIONS, 508:19 Liability: Equine Activities], and also meet requirements of GSCA's liability insurance carrier. All participants must have signed the Granite State Carriage Association Liability release form prior to participating in any association program or activity which includes equines.

D. Per N.H. RSA 508:19- 1. (g), "Participant" means any person, whether amateur or professional, who engages in an equine activity, whether or not a fee is paid to participate in the equine activity.

Per N.H. RSA 508:19- 1. (a), "Engages in an equine activity" means rides or drives an equine; or assists in medical treatment of an equine; or is a passenger upon an equine; or is a passenger in a vehicle drawn by an equine; or trains, whether mounted or unmounted, an equine; or who is involved in event management. The term "engages in an equine activity" does not include being a spectator at an equine activity, except in cases where the spectator is in an unauthorized area and in immediate proximity to the equine activity.

ARTICLE V ORGANIZATION

A. Meetings: A minimum of four meetings will be conducted annually, consisting of the Annual Meeting, the Planning Meeting, and a minimum of two additional Board meetings.

B. Annual Meeting: The business of the association shall be conducted at the Annual (Members') Meeting to be held during the first quarter of each calendar year. Written notice of/invitation to the meeting shall be mailed or e-mailed to members at least three weeks prior to the scheduled date. A quorum for this meeting shall consist of a majority of members present.

C. Other Meetings: Other membership meetings may be called when necessary at the discretion of the Board of Directors, or by a notice signed by not less than 20% of the members. Written notice of each such meeting, indicating briefly the objects thereof, shall be mailed to all members in good standing at least two weeks prior to the date of such meeting.

D. Board of Directors:

1. The Board of Directors consists of the associations' Officers (President, Vice President, Secretary, and Treasurer) and three Directors.

2. The Past President and/or Newsletter Editor may serve as ex-officio members, but vote only in case of a tie.

3. The quorum of the Board shall consist of at least five members, and a majority of such quorum shall decide upon any questions that may come before the meeting.

4. Voting by electronic means or telephone may be used by the Board. In the interest of time, the President may periodically approve association

business to be voted on via electronic means and/or telephone. It shall not replace the required Board meetings.

E. Terms of Office: All officers and directors shall be elected by a majority vote for two-year terms to a specific position. All members of the Board may be elected to succeed themselves two times only, for a maximum of three successive terms (six years total) and may only be re-elected to that position after a two-year hiatus. Partial terms shall not be included in term limits. The President, Secretary and one Director's term shall end on an even year and the Vice President, Treasurer and two Directors' terms shall end on an odd year.

To ensure that there is always someone to serve in the office, in the event that no nominee is brought forth, elected officers and directors may remain in office beyond the term(s) set forth above, until their successor is elected.

F. Elections:

1. The President shall appoint a Nominating Committee to prepare a complete slate of candidates solicited from the entire membership. The Nominating Committee shall consist of a chair and two adult members, all non-members of the Board.

2. All candidates shall be adult members in good standing. Only one member of a family may serve on the Board at any given time.

3. The Nominating Committee shall submit the slate of candidates to the Board no less than six weeks prior to the Annual Meeting.

4. A paper or electronic ballot shall be prepared and mailed or e-mailed to all voting members in good standing at least three weeks prior to the Annual Meeting. Voting instructions shall be included. Nominations for officers will not be taken from the floor during the Annual Meeting.

5. The Nominating Committee shall validate and count ballots during the Annual Meeting and declare to the presiding officer the candidates receiving the greatest number of votes elected to their respective offices.

ARTICLE VI OFFICERS

Officers' duties are to follow Roberts' Rules of Order generally, except as specified otherwise in these Bylaws.

A. President: The President shall be responsible for the administration of all association business. The President shall prepare the agenda for and preside at all

Board of Directors and general membership meetings, maintain and manage appointees in Communications positions (ARTICLE VIIa), appoint chairpersons to all committees, call all meetings as required by these Bylaws, and oversee the activities of the association as directed by the Board. The President can plan for— and produce the Announcement/flyer for— the Annual Membership (dinner) Meeting.

B. Vice President: The Vice President shall perform the duties of the President in his/her absence. The Vice President shall coordinate the regular programs and activities of the association, including mentoring new Outing Hosts.

C. Secretary: The Secretary shall keep records of the proceedings at Board of Directors and general membership meetings and read the same at the next meeting. The Secretary shall handle all correspondence of the association.

D. Treasurer: The Treasurer shall collect all dues, disburse checks, keep all accounts of the association, keep a list of all paid members by membership dates, manage membership mailings/e-mailings, and provide a membership/ mailing list to the Secretary and Newsletter Editor as needed, and to Outing Hosts prior to their registrations and/or Outings. The Treasurer shall prepare an Operating Budget early each year to present to the Board of Directors for review, and finalize the approved Operating Budget to present to general membership at the Annual Meeting. The Treasurer shall present a Financial Report at each meeting of the Board of Directors and at each general membership meeting.

E. Officer/Director 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 the office by the 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 at least one (1) month prior to their desired date of resignation to allow the board time to find a replacement.

The President shall appoint a temporary officer to replace a resigning officer for the remainder of the year in order to maintain a functioning position. The association membership shall then vote to fill the vacant officer position at the next Annual Meeting.

A Director's position may remain vacant until the next Annual election at the discretion of the remaining Board of Directors by majority vote.

ARTICLE VIIa.

COMMUNICATIONS

The President shall appoint members to coordinate the communications of the association, which may include, but not be limited to, the Newsletter Editor(s), Website Administrator(s), Social Media Administrator(s), Historian(s), Senior Advisor(s), and Publicity Coordinator(s), and such other appointees as may become necessary. Such appointees shall serve at the President's direction and discretion, upon advice of the Board, as to length of term. All Communications appointees shall attend Board meetings whenever possible,

A. Newsletter Editor: The Editor shall coordinate the editing, publishing, and mailing of the association newsletter, which shall include meeting announcements, office elections, By-Law changes, Calendar of Activities, and any special meetings called by the President.

B. Website Administrator: The Website Administrator shall work with the Board, the Newsletter Editor, and the Publicity Coordinator to maintain the association's website with current announcements, information, and photographs. The Website Administrator shall manage or oversee needed upgrading and maintenance to the website. Also the Website Administrator or other access keeper shall maintain the association's electronic archives on the website as directed by the Board.

C. Social Media Administrator: The Social Media Administrator shall maintain and oversee the GSCA Facebook Group and other selected social media outlets, including approving valid requests to join the group, monitoring for appropriate content and conduct, posting announcements and other pertinent information, and potentially removing group members, with consent of the Board.

Additionally, the Social Media Administrator shall post GSCA Outings yearly in respective electronic media to assure that all group members will be informed of them, and will have ample opportunity to join GSCA as a paid member in order to participate in GSCA Outings and activities.

D. Historian: The Historian shall gather, organize, and preserve records of the association's activities, including newsletters, photographs, meeting minutes and articles, and store them in the association's archives. All officers of the GSCA shall deposit their outdated records with the Historian at or immediately after the Annual Meeting, upon leaving office. The Historian shall either deposit them with the older archived physical records of the association, or have them digitized for the electronic archives.

E. Senior Advisor: The Senior Advisor shall have long-term experience in managing the association's business as well as participating in activities and Outings. The Senior Advisor shall offer advice and assistance when questions arise regarding prior business, policies, and other activities of the association.

F. Publicity Coordinator: The Publicity Coordinator shall distribute promotional news to equine publications and websites on a regular basis, in order to

maintain the association's outreach to the equine community. This includes consolidating, writing, and preparing Outing news and photographs for publication. The Coordinator works together with the Board, Editor, and Hosts to obtain and share the association's news as needed.

ARTICLE VIIb. COMMUNICATIONS — RECORDS RETENTION

All officers, directors, appointees, and other committees or individuals serving on behalf of GSCA should strive to retain important records, documents, research, and recordings such as the following:

GSCA Minutes, yearly Activities Calendars, BOD "Terms Expire charts", current versions of "Job Description/Guidelines" and other policy documents, ballots (completed and/or Election results), year-end Memberships lists, Newsletters, Liability forms (completed), Membership forms (completed), Outing flyers, brochures, and communications/emails pertinent to all GSCA Board business (also to include blank electronic forms and templates as needed).

Such material in whatever form (print or electronic) shall be submitted yearly at the appropriate time to the appropriate officer or appointee to be sorted and given to the appropriate access keeper for archiving in the GSCA's physical and/or electronic archives.

ARTICLE VIII PROCEDURES AT MEETINGS

Meetings of the members and the Board of Directors shall be conducted according to Robert's Rules of Order generally.

ARTICLE IX AMENDMENT OF BYLAWS

A. These Bylaws may be amended by the Board of Directors or by a request being submitted in writing to the Board of Directors. A majority of the Board may approve the requested change. If not approved, the person(s) making the request shall be advised in writing.

B. Any proposed change shall be approved at a regular or special meeting of the membership by two-thirds (2/3) of the voting members present, provided the amendment be submitted to the membership in writing 30 days prior to the meeting, along with a notice of the meeting.

ARTICLE X INDEMNIFICATION OF DIRECTORS

A. Liability of Directors and Officers. No person shall be liable to the GSCA for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a director or officer of the GSCA, or of any other corporation which he/she serves as a director or officer at the request of the GSCA, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the GSCA or upon statements made or information furnished by officers or employees of the GSCA which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of or limit other rights and defenses to which he/she may be entitled as a matter of law.

B. Indemnity of Officers and Directors. Every person who is or was a director or officer of the GSCA shall (together with the heirs, executors and administrators of such person) be indemnified by the GSCA against all costs, damages and expenses asserted against, incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such director or having been such director and officer, except in relation to matters as to which a recovery shall be had against him/her by reason of his/her having been finally adjudged in such action, suit or proceeding to have been found guilty of fraud in the performance of his/her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer was acting in good faith in what he considered to be the best interests of the GSCA and with no reasonable cause to believe that the action was illegal. The GSCA, by its Board of Directors and in their sole discretion to be approved by a majority vote, may indemnify in like manner, or with any limitations, any employee or former employee of the GSCA with respect to any action taken or not taken in his/her capacity as such employee.

The foregoing rights of indemnification shall be in addition to all rights to which officers, directors or employees may be entitled as a matter of law.

ARTICLE XI DISSOLUTION OF FUNDS

Should The Granite State Carriage Association be dissolved by vote of its membership, any funds which may be on hand at the time shall be distributed to not-for-profit horse

organization(s) for the advancement of horse health and rescue, chosen at the discretion of the Board of Directors.

Amendments adopted 03/01/2015:

Art. V.E. - Terms of Office – Term limits changed from two to three consecutive 2-year terms; last paragraph added to allow officers/directors to remain until successor is in place.

Art. VII – Communication - First paragraph amended to clarify appointments made by President upon advice of Board.

Art. X – Indemnification of Directors – Provisions rewritten to conform with recommendation of Attorney Patricia Morris

Amendments and updates adopted **APPROVAL DATE 5/24/22 and ADDED**

Art. II - Statement of Purpose — revised to include riding equines

Art. III - Membership and Dues

A.-D. revised to include riding equines

added month of January for paying dues

clarified definition of family, family membership and voting rights of family

E. added and described Lifetime Member qualifications and considerations for selecting and approving a Lifetime Member

Art. IV - Participation in Programs or Activities

A.-B. added riding horses, clarified wording

C.-D. clarified and defined “Participant(s)” in equine activity

Art. V - Organization

B. Clarification of Annual Meeting terminology.

D.4. minor edits, also removed unnecessary process detail for voting by phone or e-mail

F. 4. minor wording changes

Art. VI - Officers

para. 1. added clarification of officers’ general duties

A.-D. updated officers’ duties (President, Vice President, Secretary, Treasurer)

ART. VII - split into two parts:

Art. VIIa - Communications

para. 1. updated to include current appointed positions, titles, and duty held in common

A.-F. updated to add and define current appointed positions, titles, and respective duties —

Art. VIIb - Communications — Records Retention

Added Records Retention as part of Communications article, with general description of records to be retained and archived.

Art. VIII Procedures at Meetings - revision