

**CODE OF REGULATIONS
OF
THE MOUNTED ARCHERY ASSOCIATION OF THE
AMERICAS, INC.**

**ARTICLE I
Name**

- 1.1. The name of this corporation shall be The Mounted Archery Association of the Americas, Inc.**

**ARTICLE II
Purpose**

2.1. This Corporation is organized and is to operate exclusively for charitable and educational purposes. It is not organized for profit nor shall any of its earnings be used in whole or part for the private benefit of members or individuals. Its mission is to promote and to educate the public about the sport of Mounted Archery. Its goals are:

- (a) To provide educational opportunities and resources to the public about Mounted Archery, its history, historical styles, disciplines and practices.**
 - (b) To support, encourage and facilitate the expansion of Mounted Archery as an equestrian sport.**
 - (c) To establish and promulgate:
 - a. International standards for competition.**
 - b. Consistent educational and training programs.**
 - c. Certification for levels of achievement for both students and their instructors.****
 - (d) To sponsor clinics, demonstrations, festivals and similar educational conclaves as well as competitions, assemblages and similar events focused on the traditions and technics of Mounted Archery.**
 - (e) To foster National or International Mounted Archery Competition.**
- 2.2. This corporation shall be a Corporation organized and operated exclusively for charitable purposes, as defined in Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), no**

part of the net earnings of which shall inure to the benefit of any individual having a personal or private interest in the activities of the Corporation, no substantial part of the activities of which shall be the carrying on of propaganda, or otherwise attempting to influence legislation and which shall not participate in, or intervene in (including the publishing or distributing of Statements), any political campaign on behalf of any candidate for public office.

- 2.3. Notwithstanding, any other provision contained herein, the Corporation shall not carry on any other activities, not permitted to be carried on:
 - (a) by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or**
 - (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).****
- 2.4. All money or property of any kind advanced, bequeathed, given, devised, loaned to the Corporation or otherwise received by it, or the proceeds thereof, shall be held and used solely for the authorized purposes of the Corporation, including its administration and operating expenses.**
- 2.5. No portion of the Corporation's income or funds shall inure to any member thereof, but the same shall always be used for the furtherance of the purposes above set forth. No member of the corporation shall have any financial or proprietary interest in any asset of the Corporation.**
- 2.6. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.**

ARTICLE III
Membership

- 3.1. Any natural person interested in the purpose and work of the Corporation may upon payment of the requisite annual dues, approval of the membership committee, and election by the Board of Directors, become a member of the Corporation. The members of the Corporation shall include the persons constituting the Board of Directors, as well as any other person duly elected to membership.**
- 3.2. No member shall have any right or interest in any of the assets of the Corporation, or any earnings or other income of the Corporation, nor will an assets of the Corporation be distributed to any member upon the dissolution or winding up of the corporation.**
- 3.3. No member of the corporation shall be personally liable for any of its debt or other obligations, nor subject to any assessment.**
- 3.4. Each member who has attained the age of 18 years shall be entitled to one vote. Family Memberships will include the first (2) two members, 18 years of age or older, as Voting Members. All other family members will be Non-Voting members with all rights and privileges. Except as noted above, the rights and privileges of all members shall be equal.**
- 3.5. Upon having engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation or having committed repeated violations of the code of Conduct or the Corporation having received three (3) formal written complaints about said member, within a six (6) month period, their membership status can be reviewed by the Board of Directors. After providing the member with reasonable written notices and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors, that the member has engaged in destructive conduct, said member's membership, may be terminated by the Board of Directors. The determination of the Board of Directors shall be final and binding. Any member expelled from the Corporation shall receive a refund of dues already paid, for the current dues period. All rights of a member in the Corporation shall cease on termination of membership herein provided.**

- 3.6** If this Corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, the membership shall be terminated. Such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the Corporation. A member may avoid such termination by paying the delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

Board of Directors

- 4.1.** The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors, subject only to the action of the members.
- 4.2.** The number of Directors shall be determined by the board, but shall not be fewer than seven (7), all of whom shall have been members of the Corporation for at least six (6) months and residents of the United States. Each shall be elected for a term of three(3) years. One-third of said Directors shall be elected annually. No more than two (2) Directors from the same Chapter may serve on the board at the same time, unless the number of nominees standing for election would be insufficient to constitute a full board. Directors may be elected to no more than three (3) consecutive terms but shall be eligible for re-election after one (1)year's absence from the board. Notwithstanding the foregoing provision, any Director then serving as an officer may be elected to more than three (3) consecutive terms if he or she continues to serve as an officer the election of Directors shall be held at the annual meeting of the members, or, if Directors be not then elected, or if the annual meeting be not held at the time fixed therefore in these regulations, then at a special meeting of the members called for that purpose. Vacancies on the board shall be filled by vote of the remaining Directors.
- 4.3.** Any Director who, without excuse, fails to attend three (3) consecutive meetings of the board may be removed by a majority vote of the board without notice to such removed director.
- 4.4.** Any Director may be removed, with or without cause, by the vote of two-thirds (2/3) of the board present at a special meeting called for that purpose.

- 4.5. Any Director who ceases, without reasonable justification, to serve prior to the expiration of his or her term, shall be ineligible for service on the board for a period of five (5) years.

ARTICLE V
Duties of Board of Directors

- 5.1 The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Corporation. All owners of the Corporation, except those specified, granted, or reserved to the members by law, the Articles of Incorporation, or this Code of Regulations, shall be vested in the Directors.
- 5.2. The board shall have ample power to purchase and to lease, pledge and sell all such personal and real property and to make all such contracts and agreements in behalf of the Corporation as it may deem needful or convenient for the successful prosecution of its purposes and operations. The board shall administer any donations and bequests.
- 5.3. The board may require adequate bonds covering any agents of the Corporation.
- 5.4. The board shall appoint or remove all committees and prescribe their duties but no committee shall have the power to obligate the Corporation to any financial outlay nor to commit it to any social program unless authorized by the board.
- 5.5. Directors shall serve without compensation, except that they may be reimbursed for reasonable expenses necessarily incurred in the performance of their duties.
- 5.6. Any contract or other transaction between the Corporation and any of its directors, or any entity in which any of its Directors is directly or indirectly financially interested, shall be valid for all purposes notwithstanding the presence of such Director at the meeting authorizing such contract or transaction provided that the interest of such Director is known by or disclosed to the board.
- 5.7. The board may adopt bylaws for its own government not inconsistent with the Articles of Incorporation or the Code of Regulations.

ARTICLE VI
Officers

- 6.1. The officers of the Corporation shall be a president, one or more vice-presidents, a secretary, a treasurer, a membership officer and such other officers as the board may determine. The president must have served on the board for at least one (1) year. All officers shall be elected by the Board of Directors at its first meeting after the annual meeting for a term of one (1) year and shall hold office until a successor may be elected and qualified.**
- 6.2. Members in a position of leadership in another Mounted Archery Organization, including Board of Directors, Chapter Leaders, Judges and Registered Instructors, are NOT eligible to run for or be on the Board of Directors.**
- 6.3 Any officer may be removed by a majority vote of the Board of Directors.**

ARTICLE VII
Duties of Officers

- 7.1. President: The President shall preside at all meetings of members and directors. He or she shall, by virtue of his or her office, be a member ex-officio of all committees. The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors and shall supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation, or this Code of Regulations, or which may be prescribed from time to time by the board. The President shall, in the name of the Corporation execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the board.**
- 7.2. Vice-President: The Vice-President shall perform the duties of the President in the absence of the President.**
- 7.3. Secretary: The Secretary shall attend the meetings of the members of the Corporation and of the Directors and shall record upon the books and records of the Corporation the proceedings of their respective meetings. He or she shall notify all members and Directors of all meetings and shall perform such**

other duties as the Directors and members of the Corporation shall from time to time prescribe.

- 7.4. Treasurer: The Treasurer shall generally perform such duties as may be required of him or her by the members or Directors. The President shall automatically appoint him or her to the finance committee.**
- 7.5. Membership Officer: The Membership Officer shall keep at the principal office of the Corporation a membership book containing the name and address of each member and in the case where any membership has been terminated, he or she shall record such facts in the membership book together with the date on which such membership ceased.**

ARTICLE VIII **Standing and Special Committees**

- 8.1. The Board of Directors shall appoint such standing and special committees as are deemed necessary for the successful prosecution of the work of the corporation and shall define their duties. Members of standing committees shall serve for a term of one (1) year or until their successors are elected and qualified. Standing and special committees shall meet at the call of the chairman of each committee.**
- 8.2. Each committee may conduct its activities as it may deem appropriate provided, however, that no such activities shall violate any of the provisions of these Regulations or the Ohio Nonprofit Corporation Law.**

ATTICLE IX **Meetings**

- 9.1. The annual meeting of members shall be held in February of each year at a time, date and place to be determined by the Board of Directors. Special meeting may be called at any time by the President, by the Board or on written requests of 25% of the members stating the object of the meeting. A majority of the members shall constitute a quorum. A majority of voting members present at the meeting whether or not a quorum is present, may adjourn the meeting from time to time.**
- 9.2. The Board of Directors shall meet at the time of the annual meeting and at least quarterly at the call of the President or any two (2) Directors. Four (4) Directors shall constitute a quorum.**

- 9.3. Notices of members and Board of Directors meetings shall be in writing, sent at least ten (10) days before such meetings to each member or director.
- 9.4. All deliberations of the Corporation shall be governed by Parliamentary rules of usage as set forth by the current edition of "Roberts Rules of Order".
- 9.5. Official minutes of each meeting of the members and of the Board of Directors shall be recorded and maintained.
- 9.6. All meetings of members and the Board of Directors may be adjourned to such other time and place as may be decided by those present and represented.

ARTICLE X
Indemnification

- 10.1. The Board of Directors shall authorize the Corporation to indemnify any present or former member Director, agent or volunteer of the Corporation for any loss or liability actually and necessarily incurred in connection with any claim or proceeding arising out of such person's holding such position if such person acted in good faith and in a manner reasonably believed to be in the best interest of the Corporation.

ARTICLE XI
Miscellaneous

- 11.1. The Corporation shall prepare and maintain books and records of account and keep minutes of the meetings of its members and Directors, which shall be available for inspection by any member or director at any reasonable time.
- 11.2. Any Director, officer, or agent of the Corporation shall, upon leaving his or her office, promptly return to the corporation any and all books, records, documents, files, electronically stored data, devices, compute or website codes or domains, or any other property of the Corporation or used by the Corporation in its operations.
- 11.3. Whenever notice is required by the provisions of these Regulations or the Ohio Nonprofit Corporation Law, a written waiver of same shall be deemed equivalent to the giving of such notice.

ARTICLE XII
Amendment of Code of Regulations

12.1. This Code of Regulations may be amended or repealed and new regulations may be adopted, only by a majority vote of the members present at any meeting of members of the Corporation.

Date: _____

MA3 Code of Regulations
January 4, 2018