



Mounted Games Across America

Bylaws

ARTICLE I: Name and Location

1. Name The name of this Corporation is the Mounted Games Across America, Inc. It is referred to herein as the "Corporation", or "MGAA" a Maryland not-for-profit Corporation.
2. Location The principal office of the Corporation in Maryland shall be at the place set forth in the Articles of Incorporation. The Governors may change the location of the principal office in Maryland effective upon filing a certificate with the Secretary of State of Maryland. The Corporation's headquarters and administrative and operating offices are at 15710 Union Chapel Road, Woodbine, Maryland 21797.

ARTICLE II: Mission and Purposes

1. Mission Statement Mounted Games Across America, Inc. shall be operated exclusively for charitable, religious, educational, and scientific purposes, including lessening the burdens of government, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The Corporation shall be operated exclusively to foster competition of all levels in equestrian mounted games and shall be operated primarily to support and develop amateur athletes for all levels of competition in equestrian mounted games. The specific purposes for which the corporation is to be formed include:

- (i) introducing and developing the sport of equestrian mounted games within the United States equestrian community;
- (ii) providing opportunities for mounted games amateur athletes to develop competitive skills and team cohesiveness by offering a variety of mounted games competitions at all levels;
- (iii) providing a standard and consistent team selection process used to select team members that would represent MGAA at international mounted games competitions;
- (iv) developing and promulgating safety standards and procedures detailing fabrication of mounted games equipment, coaching of mounted games players, training of horses and ponies used for mounted games competition, and how to host mounted games competitions;

(v) for any other lawful purposes consistent with these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE III: Membership, Voting, Dues

1. **Qualification:** Membership in the Corporation is open to all individuals interested in promoting mounted equestrian games. Any such person who (1) agrees to be bound by the requirements of these Bylaws, and any rules and regulations which the Board of Governors may from time to time adopt; (2) completes a membership application form and submits it to the Board of Governors and (3) has paid all the applicable dues, is eligible and qualified for membership in this Corporation.
2. **Term:** An MGAA Membership and annual or biannual renewal is valid from January 1 - December 31. Notwithstanding these effective dates, an MGAA membership purchased on or after October 1 in a given year is valid through to December 31 of the following year.
3. **Voting:** Each individual membership will get one (1) vote, and each family membership will get one (1) vote. Voting members must be 16 years of age and a member in good standing to cast a vote. Voting is not transferable.
4. **Age:** Age for all situations will be deemed as of January 1 of that year.
5. **Dues:** The annual dues may be changed by resolution of the Board of Governors.
6. **Discrimination:** The Corporation is a non-profit organization, open to Membership without regard to age, religion, color, disability, gender, nationality, race, sexual orientation or political affiliation. Membership shall be composed of those who meet the admissions policy, associate themselves together to further the Mission, purposes, and objectives here set forth in accordance with these Bylaws and the Articles of Incorporation.
7. **Censure, Suspension or Expulsion of Members:** The Board of Governors may censure, suspend, or expel any member for good cause after a hearing at any meeting of the Board of Governors, provided such member has been given fourteen (14) calendar days notice. Any member suspended, expelled or dropped from membership pursuant to this paragraph except for nonpayment of dues may only be reinstated by the affirmative vote of the Board of Governors at any regular or special meeting.
8. **Resignation:** Any member may at any time resign by written resignation mailed or delivered to the Secretary, with no refund, rebate, or rescission of dues. Any member who resigns his or her membership remains obligated to Corporation for any charges, dues, or other amount that are outstanding as of the date the member resigned.

ARTICLE IV: Membership Meetings

1. **Annual Meeting:** The annual meeting will be held once yearly. A minimal sixty (60) day notice will be given to all members via the official MGAA email list. Board elections will take place at the meeting, with members submitting a vote via mail, email or in person by the designated time prior to the meeting as instructed for that year. The Election results

as well as a Board report and treasurer's report will be provided at the meeting. The President does not vote in these elections but all ties will be broken by the President.

2. Special Meetings: Special Meetings of the membership may be called for any purpose whatsoever, at any other time by a) the President, b) any three members of the Board of Governors, or c) a written demand of twenty-five (25) percent of the voting membership of the Corporation in good standing, filed with the Secretary.

ARTICLE V: Board of Governors

1. General: Supervision and guidance of the affairs of the Corporation shall be invested in the Board of Governors. The Board of Governors may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Corporation, subject to the Articles of Incorporation, these By-laws, and the review and direction of the voting membership of the Corporation.

2. Enumeration: The Board of Governors for the Corporation shall be nine (9). The members of the Board are designated as:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Three (3) At-Large Representatives
- (f) Two (2) Rider Representatives

3. Duties of the Officers

(a) *The President* is the chief elected officer of Corporation and shall serve as chairman of the Board of Governors. The president shall be subject to the control of the Board of Governors and shall in general oversee, in good faith, the affairs of the Corporation. The president may sign, with any officer of the Corporation that the board has authorized, contracts or other board authorized instruments. The president shall also serve as an ex-officio member of all committees and shall make all required appointments of standing and special committees subject to a majority approval of said Board of Governors. The president shall be entitled to vote only to cast the deciding vote at the annual elections, during Board decisions and all other voting matters during his or her term.

The Past President may remain in an advisory role to the current President at the current President's discretion. The Past President does not hold voting privileges.

(b) *The Vice-President* shall perform, in good faith, all the duties of the president in the President's absence and shall be responsible for the committees as directed by the Board of Governors. If the vice-president acts in the absence of the president, the vice-president shall have all presidential powers and be subject to all the restrictions upon the president. If the vice-president is unable or refuses to act, then the secretary shall perform the presidential duties.

(c) *The Secretary* shall in good faith: (1) maintain electronic copy of the minutes of the proceedings of the Board of Governors; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the Corporation

records; (4) when requested or required, authenticate any records of the Corporation; and (5) keep a current register of the post office addresses and electronic addresses of each Governor. The secretary shall also file approved applications for the membership. The secretary shall approve and promulgate all forms of balloting and shall review and maintain the voting integrity of all elections. The secretary shall perform the duties and exercise the powers of the president or vice-president due to the absence or disability of those officers. The secretary shall chair the Membership Committee.

(d) *The Treasurer* shall (1) have charge and custody of and be responsible for all funds and securities of the Corporation; (2) receive and give receipts for monies due and payable to the Corporation from any source, and deposit all monies in the Corporation's name in the banks, trust companies, or other depositories that the board shall select; and (3) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review. If required by the Board of Governors, the treasurer shall give bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Board of Governors shall determine. The treasurer shall report on the financial condition of the Corporation at all meetings of the Board of Governors, at the Annual Membership meeting, and at other times as called upon by the president. The treasurer shall chair the Finance Committee.

4. Other Powers and Duties Subject to these By-Laws, each officer of the Corporation shall have, in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to the office, and such duties and powers as may be designated from time to time by the Board of Governors.

5. Tenure The terms of the Board Of Governor members shall be as follows:

- (a) The terms of the President, Vice-President, Secretary, Treasurer and At-Large Representatives shall be two years. The term of the Rider Board Representatives shall be one year.
- (b) The President, Secretary, and one At-Large Member will hold office and be elected every two (2) years with their terms starting January 1 of even numbered years (eg. 2020, 2022, 2024).
- (c) The Vice President, Treasurer, and two (2) At-Large Members will hold office and be elected every two (2) years with their terms starting January 1 of odd numbered years (eg. 2021, 2023, 2025).
- (d) Each Governor shall serve in their respective offices from January 1.
- (e) All Board members are subject to a two term limit and must serve a minimum of one calendar year out of office prior to beginning a new term. Members filling different Board positions during their two terms are still subject to the two term limit. In the case of the Rider Representative role which is a one year term, the two term limit still applies e.g. Rider Representative for one year, then Member At Large for two years for a total of three years, comprises two terms.

6. Eligibility Any voting-member shall be eligible to be a Governor who has been a member in good standing for two or more years. Immediate family member (husband, wife, mother, father, son, daughter or sibling) may not serve on the Board at the same time.

7. Nomination and Election of Officers In accordance with the procedure specified in Article VIII, paragraph 1, the Nominating Committee shall prepare and submit to the membership a nomination for members of the Board of Governors. Any person so nominated shall have given prior consent to nomination and election as a Board of Governor.

Election of Governors shall be conducted by written or email ballot .

8. Resignation Any Governor may resign at any time by giving written notice to the Board of Governors.

9. Vacancies In the case of vacancies, death, resignation, removal or disqualification of one or more of the Governors, the Board of Governors may elect a Governor to fill each such vacancy at any special or regular meeting of the Board. A Governor so elected shall serve the remainder of the term of the vacancy. One or more candidates for each such vacancy shall be recommended by the Nominating Committee.

10. Non-Compensation Governors and officers shall not receive compensation for their services as members of the Board, or for their services related to the Corporation in any other capacity or pursuant to any other contractual arrangement whatever. The Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

11. Removal from Office An officer or governor may be removed from office for cause, by a three-fourths (3/4) vote of the Board of Governors present at a regular meeting or at a special meeting called for the purpose, provided that notice thereof shall be given in writing to the officer or governor at least fourteen (14) days prior to said meeting in the manner stated in Article XII. At any annual membership meeting or special duly constituted membership meeting, any one or more of the governors may be removed for cause by a vote of the majority of the entire voting membership in good standing. A successor governor may then and there be elected to fill any vacancy thus created. Any governor whose removal has been proposed by the members shall be given an opportunity to be heard at such meeting.

12. Conflict of Interest No officer, Governor or employee of the Corporation may participate in, or attempt to influence any decision by the Corporation affecting his or her own personal business interests, or otherwise use his or her official position for personal gain.

13. Partial Terms A person who has served more than half of a specific term in an office, as that term is set forth in these Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

ARTICLE VI: General Standards of Conduct for Governors and Officers

1. Discharge of Duties: Each Governor shall discharge the Governor's duties as a Governor, including the Governor's duties as a member of a committee of the Board and each officer with discretionary authority shall discharge the officer's duties under the authority (i) in good faith, (ii) with the care an ordinary person in a like position would

exercise under similar circumstances, and (iii) in a manner the Governor or officer reasonably believes to be in the best interest of the Corporation.

2. Reliance on Information, Reports, etc.: In discharging duties, a Governor or officer is entitled to rely on information, opinions, reports, and statements, including financial statements and other financial data, if prepared or presented by (i) one or more officers or employees of the Corporation who the Governor or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Governor or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Governor, a committee of the Board of Governors of which the Governor is not a member if the Governor reasonably believes the committee merits confidence. A Governor or officer is not acting in good faith if the Governor or officer has knowledge concerning the matter in question that makes reliance of this Bylaw Article VII unwarranted.

3. Liability to the Corporation or Its Members: A Governor or officer shall not be liable as such to the Corporation or its members for any action taken or omitted to be taken as a Governor or officer, as the case may be, if, in connection with such action or omission, the Governor or officer performed the duties of the position in compliance with this Bylaw Article VII.

ARTICLE VII: Operations of the Board of Governors

The BOG will maintain email correspondence on a listserver, keeping all discussion for historic reference.

The BOG will have a minimum of four (4) conference meetings per year. These meetings may be held in any combination of in person, via phone or internet live connection. A minimum of a five (5) day notice will be given for these meetings and all attempts will be made for all board members to take part.

All board members must attempt to take part in all conference meetings. A BOG member missing two (2) conference meetings in a row may be excused from their remaining term of office.

Each BOG member, except the President, will receive one vote per topic, these votes are non transferable. The president only votes in the case of a tie, in which his/her vote will be the tie breaker. Votes will be called by the majority preference.

Voting may be requested by any BOG member, but will be officially called by the President or VP. Voting may be done during any meeting or through email, mail, or internet site. The votes and subsequent results will be collected and presented by the President. All attempts to offer sufficient time to discuss the topic before voting and sufficient time to place votes will be given.

ARTICLE VIII: Committees

The President may establish from time to time, as necessary, any of the Committees listed in this section. Committees may be constituted for specific tasks or as ongoing consultative bodies providing Committee reports and findings for consideration by the Board of Governors.

1. Nominating Committee: The Board of Governors shall designate two or more regular members of the Corporation as a Nominating Committee to recommend, pursuant to procedures established by the Board of Governors, the names of persons to be placed in nomination for election as Governors and officers of the Corporation. No member of the Nominating Committee shall be eligible to be nominated for any position. The nominating process shall be conducted as follows:

(a) The Nominating Committee shall communicate to all regular members inviting their suggestions for nominees to fill vacancies. The committee shall seek and encourage qualified candidates to be nominated for office and ascertain their willingness to serve.

(b) The Nominating Committee shall nominate a candidate to the Board whenever a vacancy occurs among the elected officers or Board of Governors, with said candidate to be elected by a majority vote of the remaining members of the Board.

(c) The Nominating Committee shall nominate a candidate for each position of elected officers for the ensuing year and for the new Board of Governors, and shall notify in writing, the membership of its choice not less than thirty (30) days before the annual meeting of the membership.

(d) Fourteen (14) days shall be allowed for nominations from the membership. Any member nominated that accepts the nominations shall be placed on the ballot.

(e) The ballot shall indicate those nominees recommended by the Nominating Committee, those recommended by petition, and shall provide a space for other candidates as indicated by the voting membership.

(f) The Nominating Committee shall oversee the election of Governors and officers at the Annual Meeting as stated in Article IV, paragraph 1.

2. Finance Committee: The Finance Committee shall consist of the Treasurer who shall serve as chairperson, the president, and such other members as may from time to time be appointed by the Board of Governors. The committee prepares the annual and special event budgets, recommends annual membership fees, oversees general and specific fundraising, sponsorships, risk management and insurance responsibilities, and prepares recommendations for the Board of Governors. The committee may perform such other duties in connection with the finances of the Corporation as the board may determine from time to time.

3. Membership Committee: The Membership Committee shall consist of the Secretary who shall serve as chairperson, the president, and such other members as may from time to time be appointed by the Board of Governors. The committee oversees the membership application process and handles disciplinary proceedings. The committee may perform such other duties in connection with the membership of the Corporation as the board may determine from time to time.

4. Competitions Committee: The Competition Committee shall consist of a chairman appointed by the Board of Governors, the president, and such other members as may from time to time be appointed by the Board of Governors. The committee oversees the competition calendar; evaluates and recommends equipment standards, games rules and games rules changes to Board of Governors; qualifies officials; manages the

Corporation's equipment; provides documentation, procedures and support for event planning; plans and maintains contacts for International competitions, and certifies competitions listed on the Corporation's website and/or newsletter. The committee may perform such other duties and tasks related to competitions of the Corporation as the board may determine from time to time.

5. Public Relations and Social Media Committee: This committee manages the Corporation's website, and social media accounts. These media accounts belong to MGAA and are not the property of the committee or its members.

6. Programs Committee: The Programs Committee shall consist of the Vice-President who shall serve as chairperson, the president, and such other members as may from time to time be appointed by the Board of Governors. The committee oversees the programs and events described in the 501(c)(3) certification. The committee may perform such other duties in connection with the membership of the Corporation as the board may determine from time to time.

7. Rulebook Committee: The Rulebook Committee shall consist of active MGAA officials and members who have a strong knowledge of the rules, history of the rules and their workings. This committee oversees the adherence to applicable MGAA and IMGA general, competition, and games rules in a given year, and follows processes and procedures related to the adoption, modification, and deletion of said rules as may be warranted in a given year. The Rulebook Committee utilizes data, research, and may include membership consultation in presenting to the Board of Governors for approval proposed additions, deletions and modifications to the applicable MGAA and IMGA rules and competition procedures.

8. Other Committees: The Board of Governors may designate such other committees consisting of two or more persons, who may or may not be Governors, and may reasonably delegate to such committee or committees all such authority of the Board of Governors that it deems necessary and proper.

9. Committee responsibilities and operations: The committees shall follow up on any and all topics presented to them for consideration by the Board of Governors, or that they may deem as topics of interest pursuant to the Goals and Objectives of the Corporation as may be approved by the Board of Governors. Each committee shall research and investigate within reason all possible aspects of the topic and its potential impact(s) on the business of the corporation, come to a consensus on the outcome of the committee's research and investigation, and present any conclusions and resultant recommendations to the Board of Governors. With the exception of Nominations and Elections to the Board of Governors, the Board shall retain final voting on the adoption or rejection of any committee recommendations.

9. Limitations: No committee or committees created pursuant to this Article shall have and exercise any authority of the Board of Governors specifically precluded from delegation by applicable state law.

11. Creation and Dissolution of Committees: The president shall monitor actions of the committees, councils, and task forces of the Corporation and shall recommend to the Board of Governors on a regular basis the creation, dissolution, and consolidation of these bodies.

ARTICLE IX: Financial

1. Fiscal Year: The fiscal year of the Corporation shall, unless otherwise decided by the Board of Governors, end on December 31.
2. Income: Income shall be derived from Membership dues and from other sources as the Board of Governors may approve.
3. Negotiable Instruments: The Board of Governors shall authorize by resolution which officer(s) or agent(s) may sign and issue all Corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Board of Governors shall also determine by resolution the manner in which these documents will be signed and issued.
4. Deposits: The treasurer of the Corporation shall oversee the deposit of all funds of the Corporation, in banks and other depositories, the Board of Governors shall authorize by board resolution the exact location of the banks and depositories.
5. Contracts: The Board of Governors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instruments.
6. Loans: The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board of Governors authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board of Governors authorizes the issuance by resolution. The authorization may be general or specific.
7. Designated Contributions: The Corporation may accept any contributions, gift, grant, bequest, or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the Corporation reserves the right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry-out tax-exempt purposes.
8. Bonding: All persons having access to or major responsibility for the handling of funds of the Corporation shall, if required by the Board of Governors, be bonded in amounts set forth by resolution of the Board of Governors.
9. Budget: The annual budget of estimated income and expenditures shall be approved by the Board of Governors. No expense shall be incurred in excess of total budgetary appropriation without prior approval of the Board of Governors.
10. Audits: A certified public accountant or other independent public accountant may be retained by the Board of Governors to make an annual examination of the financial

accounts of the Corporation. A report of all such examinations shall be submitted to the Board of Governors.

11. Financial Reports: A summary report of the financial operations of the Corporation shall be made at least annually to the Board of Governors and to the Membership in such form as the Board of Governors shall provide.

12. Indemnification: The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation, its Governors, Officers and employees to the full extent such indemnification is permitted by law.

13. Loans to or from Governors and Officers Prohibited: No loans shall be made by the Corporation to any of its Governors or officers or to the Corporation from any one or more of its Governors. Any Governor or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof. The Corporation also may not guarantee the obligation of a Governor.

14. Corporation Seal: The Board of Governors may adopt and alter the seal of the Corporation.

15. Seal Not Required: Except as otherwise required by statute, the affixation of the Seal shall not be necessary to the valid execution, or endorsement by the Corporation of any instrument in writing.

ARTICLE X: Records of the Corporation

1. Minutes, etc: The Corporation shall keep a permanent record of the minutes of all meetings of its Board of Governors, a record of all actions taken by the Board of Governors without a meeting, and a record of all actions taken by a committee of the Board of Governors acting in place of the Board and on behalf of the Corporation.

2. Accounting Records: The Corporation shall maintain appropriate accounting records.

3. Membership List: The Corporation, or its agent, shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order.

4. Records in Written Form: The Corporation shall maintain its records in written form or in another form capable of conversion into written form within reasonable time.

5. Records Maintained at the Corporation Headquarters: The Corporation shall keep a copy of each of the following records at its principal office or at a location that the records may be recovered within two (2) business days:

- a. Its articles or restated articles of Incorporation and all amendments to them currently in effect;
- b. Its bylaws or restated bylaws and all amendments to them currently in effect;
- c. Resolutions adopted by its Board of Governors;
- d. The minutes of all meetings of the members, and records of all action taken by the members without a meeting, for the past three (3) years;

- e. A list of the names and business or home address of the current Governors and officers;
- f. A copy of the most recent annual report delivered to the Maryland Secretary of State;
- g. All financial statements prepared for periods ending during the last four (4) years;
- h. The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service;
- i. All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

ARTICLE XI: Miscellaneous

1. Employed Staff: The Board of Governors may, by majority vote, employ staff for the administration and management of the Corporation.

2. Legal Counsel: Legal counsel may be retained by the Board of Governors to ensure compliance with federal and state requirements, to review and advise on any legal instruments the Corporation may propose to execute, and to provide such other legal services as the Corporation may require.

3. Amendments of Bylaws: These Bylaws may be adopted, repealed, amended at any meeting of the Board of Governors by a vote of three-fourths (3/4) of the Governors then in office.

These bylaws were approved by the voting membership on January 19, 2004 at the first Annual Membership meeting of the Mounted Games Across America, Inc.

Bylaws amendment, ARTICLE XVI, was approved by the Board of Governors on December 4, 2005 at a Board of Governors meeting of the Mounted Games Across America, Inc.

Bylaws amendment, ARTICLE VI, Tenure was approved by the Board of Governors on November 19, 2007 at a Board of Governors meeting of the Mounted Games Across America, Inc.

Bylaws amendment, ARTICLE III, Rights and Privileges, ARTICLE V, Breaking of Ties, Article VI, Enumeration, Article VI, Tenure, Article VI, Eligibility, Article VIII, Article IX, Duties of Officers, and Special Voting, and Article XIV, Parliamentary Authority were approved by the Board of Governors on March 4, 2012 at a Board of Governors meeting of the Mounted Games Across America, Inc.

Bylaws amendment, Article VI, Enumeration (f) Rider Representatives, was approved by the Board of Governors in 2016 at a Board of Governors meeting of the Mounted Games Across America, Inc.

Bylaw review and amendments were approved by the Board of Governors on _____, 2019 at a Board of Governors meeting of the Mounted Games Across America, Inc.

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