



Division of Corporations,  
State Records and  
Uniform Commercial Code

CERTIFICATE OF INCORPORATION  
OF

North East Ranch Horse Association, Corp.  
*(Corporation Name)*

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

North East Ranch Horse Association Corp.

SECOND: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: *(Select all that apply)*

The purpose(s) for which the corporation is formed is:

- any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.
- any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a non-charitable corporation.
- any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation or as a non-charitable corporation. *(Note: Checking this box results in the corporation being categorized as a charitable corporation in paragraph FIFTH.)*
- the following specific purpose(s):

**FOURTH:** (Check the appropriate statement)

The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

**FIFTH:** The corporation is a:  charitable corporation  non-charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

**SIXTH:** The office of the corporation is to be located in the County of Saratoga, State of New York.

**SEVENTH:** The names and addresses of the initial directors of the corporation are:  
(A minimum of three is required)

Name: President: Karlene Bushey  
Address: 341 Stillwater Bridge Rd. Schaghticoke, NY 12154  
Name: Vice President: Becky Ramsey  
Address: 156 Farr Ln Queensbury NY  
Name: Secretary: Beth Antis-Claes  
Address: 142 Smolik Rd. St. Johnsville, NY 13452

**EIGHTH:** The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served.

The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State by personal delivery is:

Morgan OBrien  
281 Burke Rd. Stillwater NY 12170

(Optional) The email address to which the Secretary of State shall email a notice of the fact that process against the corporation has been served electronically upon the Secretary of State is:

mjobrien16@gmail.com

**NINTH:** *(Optional – Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph. See Not-for-Profit Incorporation Instructions.)*

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in paragraph THIRD.

Will be applying for a 501C3

NAME, SIGNATURE & ADDRESS OF INCORPORATOR:

Morgan O'Brien  
(Print or Type Name of Incorporator)

**X**   
(Signature of Incorporator)

281 Burke Rd Stillwater NY 12170  
(Address of Incorporator)

(City, State, Zip Code)

CERTIFICATE OF INCORPORATION  
OF

North East Ranch Horse Assoc. Corp.  
(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

Filer's Name and Mailing Address:

Morgan O'Brien  
Name:

Company, if Applicable:

281 Burke Rd,  
Mailing Address:

Stillwater NY 12170  
City, State and Zip Code:

NOTES:

1. §301 of the Not-for-Profit Corporation Law requires that the name contain "Incorporated" or "Inc." or one of the other words or abbreviations indicative of corporate character unless the corporation qualifies for one of the exceptions in §301.
2. This sample form is provided by the New York State Department of State for filing a certificate of incorporation.
3. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Department of State will accept any other form which complies with the applicable statutory provisions.
4. The Department of State recommends that this legal document be prepared under the guidance of an attorney.
5. The Department of State does not provide legal, accounting or tax advice.
6. This certificate must be submitted with a **\$75 filing fee** made payable to the Department of State.

*For DOS use only*



**Division of Corporations,  
State Records and  
Uniform Commercial Code**

New York State  
Department of State  
**DIVISION OF CORPORATIONS,  
STATE RECORDS AND  
UNIFORM COMMERCIAL CODE**  
One Commerce Plaza  
99 Washington Ave.  
Albany, NY 12231-0001  
<https://dos.ny.gov>

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF**

North East Ranch Horse Association Corp.

*(Name of Domestic Corporation)*

Under Section 803 of the Not-for-Profit Corporation Law

**FIRST:** The name of the corporation is:

North East Ranch Horse Association Corp.

If the name of the corporation has been changed, the name under which it was formed is:

**SECOND:** The certificate of incorporation was filed by the Department of State on:

11/29/2023

**THIRD:** The corporation was formed under the following law: *(Choose one)*

Not-for-Profit Corporation Law

Specify other law: \_\_\_\_\_

**FOURTH:** The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The certificate of incorporation is amended as follows:

Paragraph 1, 3, 5, and 9 of the Certificate of Incorporation is hereby: *(check appropriate box)*

added     amended     deleted

The subject matter of the amendment is: *(Provide a brief description of the subject matter of this amendment e.g., the purposes of the corporation are being amended)*

- 1) Paragraph FIRST: Name change
- 2) Paragraph THIRD: Charitable organization
- 3) Paragraph FIFTH: The corporation is charitable corporation under Section 201 of the Not-for-Profit Corporation Law.
- 4) Paragraph NINTH: Corporation's tax exempt status.

The full text of the amended or added paragraph is: *(Provide the entire text of the paragraph added or amended, including the paragraph number)*

1. Paragraph FIRST: The name of the corporation is North East Ranch Horse Association, Inc.
2. Paragraph THIRD: The purpose for which the corporation is formed is any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation or as a non-charitable corporation.
3. Paragraph FIFTH: The corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.
4. Paragraph NINTH: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. 2. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 3. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. 4. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York. 5. In any taxable year in which the Corporation is a private foundation as described in section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the Corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code, (b) retain any excess business holdings as defined in section 4943(c) of the Code, (c) make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code, or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

Use additional pages, if necessary, describing each amendment to the certificate of incorporation and providing the entire text of each paragraph added or amended.

**SIXTH:** The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served.

The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State by personal delivery is:

Jane Moulton

232 Eldridge Ln, Fort Ann, New York 12827

(Optional) The email address to which the Secretary of State shall email a notice of the fact that process against the corporation has been served electronically upon the Secretary of State is:

Northeastranchhorse@gmail.com

**SEVENTH:** The certificate of amendment was authorized by: *(Check the appropriate box)*

- a vote of a majority of the members at a meeting.
- the unanimous written consent of the members entitled to vote thereon.
- a vote of a majority of the entire board of directors. The corporation has no members.

x Jane Moulton  
(Signature)

Jane Moulton  
(Print or Type Signer's Name)

Capacity of Signer *(Check appropriate box):*

- Officer
- Director
- Authorized Person

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

North East Ranch Horse Association Corp.

*(Name of Domestic Corporation)*

Under Section 803 of the Not-for-Profit Corporation Law

Filer's Name John D. Wright, Esq.

Address Bartlett, Pontiff, Stewart & Rhodes, P.C., One Washington Street, P.O. Box 2168

City, State and Zip Code Glens Falls, New York 12801

**NOTES:**

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at <https://dos.ny.gov>.
2. **The certificate must be submitted with a \$30 filing fee.**
3. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
4. The Department of State recommends that all documents be prepared under the guidance of an attorney.
5. **Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.**

*For Office Use Only*

# CONSTITUTION AND BY-LAWS

## ARTICLE I. NAME

This organization shall be named North East Ranch Horse Association, Incorporated.  
The official abbreviation for the charter will be NERHA.

## ARTICLE II. PURPOSE

The purpose of this non-profit organization shall be to promote the American Ranch Horse Association through horse shows, trail rides, and other events, to promote good horsemanship, breeding, and promotion of sportsmanship and any other social endeavors to promote the American Ranch Horse. To further the purpose of the American Ranch Horse Association. To promote the use of this association as the official registry of the Ranch Horse in the United States and Countries.

## ARTICLE III. POLICIES

This organization shall have no interest in personal grievances of one member toward another and no discussion of this nature will be allowed at any meetings of the organization; likewise, no discussion of a political nature will be allowed.

## ARTICLE IV. MEMBERSHIP

Membership shall consist of breeders, owners, exhibitors, and anyone of good moral character interested in promoting the American Ranch Horse. To be eligible to vote on ARHA Charter business person must be a current ARHA member in good standing.

## ARTICLE V. OFFICERS

**Section 1.** The officers shall be members, or become members, of the American Ranch Horse Association, to hold an office in a Charter Association. An officer is automatically a representative of the American Ranch Horse Association.

**Section 2.** All officers shall be selected from the membership and they shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall be the Executive Committee, and be responsible for the routine administration and management of the organization. The duration of office shall be one (1) year. From January 1, to December 31, and until their successors have been elected and have qualified.

**Section 3.** The officers, after routine nomination, shall be elected at the Annual meeting held in November each year. Election to be held prior to the banquet. Voting members are not required to attend the banquet. Officers will officially take office in December. They may be re-elected for one (1) additional term, serving no more than (2) consecutive terms in the same office. Elections shall be closed written ballots. Members must be nineteen (19) years old or over to be eligible to vote. A person receiving a majority of the votes cast for each office shall be deemed to have been elected.

## ARTICLE VI. BOARD OF DIRECTORS

There shall be a Board of Directors consisting of both the Executive Committee and 6 Directors elected at Large from the membership who shall serve a term of 2 years each. 3 being elected each year to replace the 3 who have complete their 2 year terms. In addition to the above Directors the outgoing President shall serve following one (1) year term as Director-At-Large unless he has been nominated and elected to an office in the Executive Committee or as one (1) of the above mentioned Directors. The aforementioned being the Board of Directors shall meet at the call of the President and at least twice a year at a time and place set by him, one (1) such meeting to be held each calendar six (6) months.

## ARTICLE VII. AMENDMENTS

Any proposed amendments to this constitution may be submitted in writing at any membership meeting of the organization. Such proposed amendments must be signed by three (3) members of the organization, in good standing, before being submitted to the meeting. It shall then be read to the membership, by the Secretary. After such notice, a copy of the proposed amendment shall be sent by the Secretary not less than fifteen (15) days prior to the next meeting to each member with notice of the next meeting, at which time the amendment shall be re-read and discussed, then voted upon. It shall become a part of the constitution, only if passed by two-thirds (2/3) vote of the eligible voting members present and voting at said meeting.

## BY-LAWS

The constitution lays down the principles of the organization, the by-laws concern chiefly the method of procedure rather than the basic principles. These by-laws are more easily amended than the constitution and their amendments need not in any way effect the aim or main purpose of the organization.

### ARTICLE I. DUES

**Section 1.** The annual dues of the association shall be:

Youth (18 years of age and under) .....	\$ 15.00
Individual (19 years and older).....	\$ 25.00
Family (husband, wife, children).....	\$ 40.00

The annual dues shall be on a calendar year basis.

**Section 2.** Annual dues become due and payable on January 1, of the year of membership. Members not paid in full by March 1, will be declared delinquent and removed from the good standing membership roster. Members declared delinquent shall not be permitted to vote or participate in the organization's business.

**Section 3.** Any member who has been dropped from the active membership roll for any reason, in order to become reinstated, shall make a regular application for membership.

**Section 4.** All members shall be notified through either the Charter Newsletter or by a specified notification from the secretary, of the time and place of the meeting at least one (1) week, or more, when especially provided for.

**Section 5.** The interest of any member in the property or money of the organization ceases with termination of his membership.

**Section 6.** All dues and membership application forms are to be submitted to the Treasurer.

**Section 7.** Dues paid after November 1 will carry over for the following year with voting privileges for the forthcoming year only.

### ARTICLE II. MEMBERSHIP

**Section 1.** Applicants for membership shall be submitted to the Treasurer upon receipt of application and dues.

**Section 2.** All new members will be acknowledged at the next meeting following the receipt of their application and dues.

**Section 3.** Any member in good standing may file charges against any other member for conduct likely, in his opinion, to endanger the welfare or character of the organization. The charge must be in writing and the accused must be given thirty (30) days time in which to prepare and present his defense. After all matters are considered, a two-thirds (2/3) vote of the membership present and voting will suffice to expel a proven guilty member.

**Section 4.** Voting privileges are restricted to members holding either Amateur, Individual, or Family cards and must be 19 years or over to vote. Members must be present to vote. No PROXY voting within the Family. Both husband and wife have one vote each from the membership.

### ARTICLE III. DUTIES OF OFFICERS

**Section 1.** President: The President shall preside at all meetings of the Executive Committee, the Board of Directors and the membership. He shall exercise general supervision and management over all affairs of the organization and shall serve as an Ex-Officio member of all standing committees, who may vote only to break a tie therein, except the Nominating Committee.

**Section 2.** Vice President: The Vice President shall preside in the absence of the President. He shall be the chairman of the Finance Committee and insure submission of the Annual Budget to the Board of Directors. He shall present the approved budget to the January meeting for ratification.

**Section 3.** Secretary: The Secretary shall: 1. Cause to be kept and maintained the minutes of all meetings of the organization, standing committees, Executive Committee and Board of Directors. These minutes shall be an accurate and official record of all business transacted. 2. Be custodian of all association records including monthly financial reports of the Treasurer. 3. Cause to be kept and maintained, accurately a roster showing names, addresses, position held in organization of each active member and shall publish semi-annually to the entire relationship. Copy of this roster will be furnished to the American Ranch Horse Association after November 1, and not later than December 31 of each year. 4. Cause to prepare all correspondence, reports and routine business records of and for the organization. 5. Notify each member of all regular meetings, special meetings, social activities, likewise send out notices of Executive Committee and Board of Directors meetings.

**Section 4.** Treasurer: The Treasurer shall receive all organization funds, keep them in a bank or depository approved by the Executive Committee; keep faithful records of all receipts and expenditures and disperse the organization funds ONLY by checks signed by two (2) of the officers (himself and another). Must exhibit and fill vouchers for all disbursements; and at the November meeting, prior to the election of officers, read to the members present, a list of members in good standing who have the privilege of voting in said election. The Treasurer shall be a member of the Finance Committee.

## ARTICLE IV. DIRECTORS

**Section 1.** Election and Term of office: The 6 Directors shall hold office for 2 years and 13 Directors being elected from each of the sections of the State. In addition to the above directors the outgoing President shall serve following one (1) year term as Director-At-Large unless he has been nominated to an office in the Executive Committee or as one of the 6 above mentioned Directors. A Director, upon being nominated and elected to office in the Executive Committee will be replaced by regular ballot and the newly elected Director will fill the unexpired term of the Director he will be replacing.

**Section 2.** Duties of the Board of Directors: The Board of Directors shall be the policy making body of the organization and act upon all important issues brought before the board by the Executive Committee. Their decision is final unless vetoed by a two-thirds (2/3) vote of the members present and voting at a regular meeting. The Board of Directors shall approve the Annual Budget submitted by the Finance Committee. Require an Audit of the Financial Records and Assets of the organization no more than two (2) months prior to the January meeting. The reading at the January meeting to be for ratification.

## ARTICLE V. COMMITTEES

Committees other than standing committee shall be appointed and charged with responsibilities by the President.

## ARTICLE VI. STANDING COMMITTEES

There shall be four (4) standing committees, the Chairman of which will be appointed by the President at the January meeting. The Committees and their responsibilities are:

**Section 1.** Nominating Committee: This committee shall consist of a Chairman appointed by the President and at least two (2) members appointed by the Chairman. The committee will meet on call of the chairman and will be constantly on the alert for potential officer material with membership. At the November meeting the committee will submit a slate of candidates with at least two (2) qualified nominations for each office, including the members of the Board of Directors. The presentation of this slate does not preclude nominations from the floor.

**Section 2.** Events Committee: This committee will consist of a Chairman appointed by the President and at least four (4) members appointed by the Chairman. The committee shall meet at the call of the Chairman and prepare a recommended program of events to be sponsored and managed by this organization for each month of the calendar year. The recommended program will be presented to the Executive Committee in January. The Executive Committee will review the program for presentation to the majority vote. Such program should include, but are not limited to, the establishment of appropriate booths at fairs, horse shows, and other related activities.

**Section 3.** Membership Committee: This committee shall consist of a Chairman appointed by the President and at least two (2) other members appointed by the Chairman. The committee shall meet at the call of the Chairman and shall publish eligibility requirements for membership consonant with the purpose of this organization. The committee shall plan and execute a program for actively promoting the membership among those persons considered eligible for membership.

**Section 4.** Finance Committee: This committee shall consist of a Chairman who is the Vice President of the organization and three (3) members appointed by the Chairman, one of whom shall be the Treasurer of the organization. The Finance Committee shall prepare an annual budget for the following fiscal year for presentation to the Executive Committee and the Board of Directors prior to the meeting in January. This budget, when approved by the Board of Directors, will be the plan for managing all assets of this organization. The Finance Committee shall cause to be held each year prior to the January meeting a comprehensive audit and inventory of all financial records and assets of the organization.

## ARTICLE VII. MEETINGS

The organization shall meet a minimum of 2 times a year.

**Section 1.** The regular March meeting shall be the Annual Meeting and Awards Banquet, at which time the election of Officers will take place. Voting members are not required to attend the banquet. During the Annual Meeting and Awards Banquet the membership will hear reports from all of the current officers and standing committees. The newly elected President is to hold a meeting of the old and newly elected officers and Directors early in NOV at which time the old officers will turn over all records to the newly elected officers.

**Section 2.** Special meetings may be called by the Executive Committee and/or the Board of Directors at such time as though advisable. Such meetings may not supersede regular meetings except when especially provided for.

## ARTICLE VIII. QUORUM

The members present at any membership meeting constitute a quorum for the transaction of business.

## **ARTICLE IX. ORDER OF BUSINESS**

The order of business at all meetings of the organization shall be as follows:

1. Meeting called to order
2. Roll Call
3. Reading of the Minutes of previous meetings
4. Treasurer's Report
5. Committee Chairman Reports
6. Reading of Communications
7. Unfinished Business
8. New Business
9. Program
10. Adjournment

## **ARTICLE X. RULES OF ORDER**

In the event that any part of this constitution should conflict with rules and regulations of the American Ranch Horse Association, their rules and regulations shall prevail. This organization will govern its procedure by "Roberts Rules of Order, Revised" in all points not covered herein or provided by the American Ranch Horse Association Rule Book, a copy of which shall be available at all times.

## **ARTICLE XI. AMENDMENTS**

Any amendment to these by-laws may be proposed at any regular meeting. It shall be approved by a majority of those present and it will be voted on at the following meeting.