

# FLORIDA HORSE TRIALS ASSOCIATION, INC.

## Bylaws

### Article I – Name

The name of the corporation shall be “Florida Horse Trials Association, Inc.” hereinafter the “Association.”

### Article II – Principal Place of Business

The principal office of this Association shall be in Union County, Florida, with the exact location designated by the Board of Directors from time to time.

### Article III – Purpose

This Association is organized exclusively for all purposes for which a corporation, not-for-profit, may be formed under the laws of the State of Florida; specifically excluded from the Association’s purposes are any pecuniary profit or financial gain. The purposes of the Association include, but are not limited to, the following:

To promote, encourage and foster the development and growth of the equestrian sport of eventing in Florida.

To promote the equestrian sport of eventing in Florida as a means of healthful recreation and physical fitness for persons of all ages.

To provide an opportunity to learn and engage in a wholesome equestrian sport and recreational activity, and to foster the development of facilities and equestrian events to achieve this purpose.

To provide opportunities for healthy social, emotional and educational development of young persons through peer encounters in equestrian activities and through family participation.

To operate exclusively in any manner for such charitable and educational purposes as will qualify the Association as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding or additional provisions of any subsequent federal tax law or laws.

To assist Florida equestrian facilities with providing quality eventing activities.

To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objects for which this Association is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes.

#### Article IV – Membership

Qualification – Membership in the Association shall be open to all persons interested in furthering the development of eventing in Florida, upon payment of such dues as may be fixed by the Board from time to time.

Duties – General membership in the Association shall be considered non-voting membership.

Meetings – The membership shall meet annually at a time and place designated by the Board, for the purposes set forth in these Bylaws and for the transaction of such other business as may be designated by the Board and set forth in the Notice of Meeting. A Notice of Meeting, setting forth the agenda for the annual meeting, shall be published and mailed, physically or electronically, to the membership at least thirty (30) days prior to the meeting.

Removal – The Board, in the Board's sole and absolute discretion shall have the authority to remove any member with due cause.

#### Article V – Board of Directors

General Powers – The property, affairs and business of the Association shall be managed and controlled and all corporate powers shall be exercised by or under the authority of the Board of Directors.

Composition – The Board shall consist initially of three (3) directors. The number of directors may be increased or decreased from time to time by the Board, but shall not

be less than three nor more than twenty-one. The directors shall be appointed annually at the annual meeting of the Board of Directors by the current Board. The annual meeting will be open to the membership. Each director shall hold office until the next annual meeting of the Board of Directors and until his or her successor shall be appointed and qualified, unless prior thereto he or she dies, resigns or is removed from office.

Compensation – Directors shall serve without compensation except for reasonable reimbursement of expenses incurred in the performance of their duties.

Meetings – the Board shall meet on a regular basis, but not less than four (4) times each year, at such time and place as shall be designated by the Board, for the purposes set forth in these Bylaws and for the transaction of such business as may come before the meeting. Notice of the meeting shall be given at least seven (7) days prior to each meeting, either by USPS, phone message or electronically via email.

Special meetings of the Board may be held at such time and place as shall be designated in the notice of the meeting, whenever called by the President or by a majority of the directors then in office. Such notice shall be given by the Secretary, or in his or her absence, any other officer of the Association, at least seven (7) days prior to the meeting date, either by USPS, phone message, or electronically via email. Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or purpose of the meeting therein.

Quorum – At all meetings of the Board, two thirds of the existing directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or these Bylaws. If there shall be less than a quorum present at any meeting of the Board, a majority of those present may adjourn the meeting without further notice.

Voting – Except as otherwise provided by law, the Articles of Incorporation, or Bylaws of the Association, the affirmative vote of a majority of the directors at any meeting at which a quorum is present shall decide any question brought before such meeting.

Filling of Vacancies – Vacancies among directors and newly directorships shall be filled by vote of the Board of Directors. A director so elected shall hold office until the next annual meeting of the Board of Directors and until his successor is duly elected and qualified.

Informal Action – Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if

a consent in writing, setting forth the action so taken, shall be signed, physically or electronically, by a majority of the directors.

Removal – Any director may be removed at any time for cause by the Board of Directors at any meeting.

#### Article VI – Committees

Executive Committee – The Board may appoint from its number an Executive Committee. The members of any such committee shall serve at the pleasure of the Board. The Executive Committee shall have full authority to act on behalf of the Board, except that it shall have no power to elect officers nor to enter into any transactions nor engage in activities which it knows to be contrary to the wishes of a majority of the Board. The Executive Committee shall meet as needed at the direction of the President.

Special Committees – The Board may from time to time designate and appoint one or more special committees with such powers and duties as the Board may determine. At least one of each such committee shall be a member of the Board of Directors. Such committees may have as advisors persons who are not directors, officers or employees of the Association.

#### Article VII – Officers

Officers – The officers of the Association shall be a President, one or more Vice-Presidents, a Treasurer, a Secretary, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Each officer of the Association shall have such authority, shall perform such duties and shall hold office for such term as may be prescribed by these Bylaws or by the Board of Directors. Any person may hold two or more offices at one time, except the offices of President and Secretary, provided the duties thereof can be consistently performed by the same person. The officers of the Association shall automatically be members of the Board.

Election and Term of Office – The officers shall be elected at the annual meeting of the Board of Directors and shall hold office until the next annual meeting of the Board of Directors and their successors are duly elected and qualified.

President – The President shall preside at all meetings of the Board and at all annual meetings of the membership. The President shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other

duties as may be assigned to the President by the Board or may at any time be authorized or required by law.

Vice-President – The Vice-President shall perform such duties as from time to time may be requested by the President or by the Board. In the absence of the President or in the event of the President's inability to act, the Vice-President shall perform the duties of the President, and shall have all the powers of and be subject to all the restrictions upon the President.

Treasurer – The Treasurer shall have the custody of all funds, property and securities of the Association, subject to such regulations as may be imposed by the Board. The Treasurer shall maintain the financial records of the Association and exhibit such records at all reasonable times to any director at the offices of the Association. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board.

In the absence of the Treasurer or in the event of the Treasurer's inability to act, the President may appoint an Assistant Treasurer to act temporarily in the Treasurer's place. The Board of Directors may require the Treasurer and any Assistant Treasurer to be bonded for the faithful discharge of his or her duties in such sums and with such surety or sureties as the Board of Directors may determine.

Secretary – The Secretary shall have charge of such books, documents, and papers as the Board may determine. The Secretary shall attend and keep all the minutes of all the meetings of the Board and of the membership. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board and shall do and perform such other duties as may be assigned to the Secretary by the Board.

In the absence of the Secretary or in the event of the Secretary's inability to act, the President may appoint an Assistant Secretary to act temporarily in his or her place.

#### Article VIII – Resignations, Removals and Vacancies

Resignations – Any director or officer of the Association or any member of any committee may resign at any time by giving written notice to the Board, to the President, or to the Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective unless otherwise provided therein.

Removal – Any officer may be removed from office by the affirmative vote of a simple majority of all directors present at any regular or special meeting called for that purpose whenever in its judgment the best interest of the Association will be served thereby.

Filling of Vacancies – In case any office of the Association becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy and the officer so elected shall hold office and serve until the next annual meeting of the Board of Directors and the election and qualification of his or her successor. Any vacancy in the Board and any increase in the number of directors may be filled at any time by the affirmative vote of a majority of the then remaining directors, though less than a quorum of the Board, at any meeting.

#### Article IX – Operations

Fiscal Year – The fiscal year of the Association shall be the calendar year.

Contracts, etc. – Except as otherwise provided by law or the Bylaws such officer or officers, employee or employees, or agent or agents of the Association as shall be specified by the Board of Directors shall sign, in the name and on behalf of the Association, all deeds, bonds, contracts, leases, and other instruments or documents, the execution of which shall be authorized by the Board of Directors; and such authority may be general or confined to specific instances.

Checks, Drafts, etc. – All checks, drafts, notes, bonds, bills of exchange or other orders, instruments or obligations for the payment of money shall be signed by such officer or officers employee or employees or agent or agents of the Association as shall be specified by the Board of Directors.

Interested Directors – In the absence of prohibition by law, no contract or transaction between the Association and a director or any other corporation or entity in which such director is a director or officer, or is financially interested, shall be void for this reason alone or by reason that the director was present at a contract or transaction, provided that the fact of such common directorship or financial or other interest is disclosed or known to the Board or Executive Committee, and that the Board or Executive Committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested director. Such director may, however, be counted in determining the presence of a quorum at such meeting. No such contract or transaction shall be void if the fact of such common directorship or financial interest is disclosed or known to the directors entitled to vote and the contract or transaction is approved by vote of the Board.

Prohibition Against Sharing in Corporation Earnings – No member, director, officer, or employee of or member of a committee of or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board.

Upon Dissolution of Corporation – Upon dissolution of the Association the assets of the Association, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to charitable, religious, scientific, literary, or education organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### Limitation of Liability and Indemnity

Liability – The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Indemnity – The directors and officers of the Association shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Books and Records – The Association shall keep correct and complete books and records on account and shall also keep minutes of the proceedings of its Board and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote.

#### Article X – Amendments

The Board shall have the power to make, alter, amend or repeal the Articles of Incorporation or Bylaws by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent meeting.