

AMENDED AND RESTATED BYLAWS OF THE TRI-STATE RIDING CLUB

Approved October 30, 2024

I. NAME

The name of the organization shall be “Tri-State Riding Club,” hereafter referred to as “the Club”.

II. PURPOSE

The Club is organized as a Virginia non-stock corporation to encourage and promote education and safe participation in equestrian sports for riders aged 21 and older. The Club achieves this purpose by holding group lessons, riding clinics, learning workshops, and riding camps. The Club holds meetings of its members on a regular basis, which often feature guest speakers who present on subjects of relevance to equine enthusiasts. The Club hosts social gatherings for its members and sponsors and/or attends special events in connection with the local Maryland, Virginia, and West Virginia equestrian communities. The Club is qualified as a 501(c)(7) social club under the Internal Revenue Code.

III. AFFILIATION

The Club has no formal affiliation with any regional, national, or local organization.

IV. MEMBERSHIP

Membership in the Club will be on an annual basis coinciding with the calendar year. Anyone can join the Club without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age; provided, however, that all members must be aged 21 or older. Individuals who wish to participate in the activities of the Club shall submit dues annually, complete an annual application for membership, which includes agreeing to follow the Club’s Member Code of Conduct, and sign a waiver of liability for participation in all Club activities. The general principals underlying the Member Code of Conduct for lessons, clinics, and other events is below:

- Abide by the Member Code of Conduct posted on the Club’s website
- Be respectful of fellow riders, participants, and volunteers
- Be encouraging and supportive to your fellow participants
- Talk to the applicable lesson or event coordinator if you have questions or concerns, before the lesson or event if possible
- If the lesson or event coordinator is unable to answer your questions or concerns, contact the President
- No foul, abusive, or threatening language

The Club shall maintain the following membership types:

1. Individual membership. Eligibility includes any person who completes an annual application for membership, follows the Club's code of conduct, signs a waiver of liability for participation in all Club activities, and pays membership dues.
2. Lifetime honorary membership. Certain of the Club's founding members have been granted a lifetime membership. No other lifetime memberships shall be granted by the Club.
3. Other memberships. The Club can institute additional types of membership as necessary through a majority vote of the Board. Additional types of membership could include but are not limited to family, corporate, and honorary.

Only members in good standing may participate in Club activities.

V. DUES

The annual dues rate for the Club membership will be set on an annual basis by the Board and shared with the membership as part of the regular join and renew process for the Club. The annual membership fee shall be subject to reasonable upward adjustment as fiscally necessary and appropriate.

VI. ANNUAL MEETING OF THE MEMBERSHIP

The members of the Club shall convene for an annual meeting at a date and time established by the Board of Directors that is in the fourth quarter of the Club's fiscal year. The Club's fiscal year runs from January 1st through December 31st of each year. Quorum at the annual meeting shall be ten (10) members, exclusive of the members of the Board of Directors. The annual meeting shall establish the dues, general budget, Club election results, and voting process for the following year.

VII. BOARD MEMBERS AND ELECTIONS

The general membership elects the following Board of Directors bi-annually: President, Vice President/Membership Coordinator, and Secretary. The Board shall appoint a qualified member as Treasurer. As an appointed member of the Board, the Treasurer shall not be entitled to vote on decisions of the Board.

A. Board Responsibilities. The Board is the governing authority and has total oversight over the management of the Club's affairs. It carries out all the objectives and purposes for which the Club is organized. This general mandate includes, but is not limited to, setting Club policy, establishing rules, codes of conduct, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the Club's programs and services, elevating the Club's public image, and hiring of any employees or independent contractors for the benefit of the Club.

B. Board of Directors Members and Duties:

1. **President** – The President is responsible for serving as the general spokesperson for the Club and leading the organization and operations of regular Club activities including, but not limited to or specifically requiring: assisting with special events, writing the President's Message in the newsletter, supporting the lesson and event

coordinators, coordinating social media and communications efforts, convening and presiding over regularly scheduled Board meetings, presiding over member meetings, representing the Club in the local equestrian community, appointing committees, and overseeing the work of the other Board Members, lesson and event coordinators, and specially-appointed committees.

2. ***Vice-President*** – The Vice President is responsible for maintaining member records, ensuring that members have paid annual dues and signed waivers, and promoting Club membership. The Vice President is also responsible for assisting with regular club activities and assuming the duties of the President in the event of resignation, absence, or incapacity of the President. The Vice President may also chair special committees as designated by the President.
3. ***Secretary*** – The Secretary is responsible for taking minutes of the Board meetings and member meetings, posting such minutes to the Club’s website, and assisting with regular Club activities. In the event of resignation, absence, or incapacity of the Treasurer, the Secretary is responsible for assuming the duties of the Treasurer, or, at the discretion of the President, the Club may hire a third party to perform the functions of the Treasurer until a replacement can be appointed. The Secretary may also chair special committees as designated by the President.
4. ***Treasurer*** – The Treasurer is responsible for preparing the annual Club budget and financial forecasting; managing and safeguarding the bank deposits; anticipating and reporting financial problems; managing Club payments and expenses; helping to develop fundraising plans; ensuring federal, state, and local reporting takes place as necessary; and making reasonable financial information available to Board members and the public upon request.

C. **Eligibility**: All Board Members must be dues paying members of the organization and in good standing for at least two (2) years prior to election to the Board. All Board members are expected to attend the annual and quarterly meetings and special events.

D. **Term of Office**: The Term of Office shall be two years (24 months), beginning on January 1 and ending on December 31 of the following year. Within 60 days of a vacancy on the Board (whether by resignation or otherwise), the President will appoint a qualified member to such vacated Board seat, with simple majority approval by the remaining Board. Appointed terms will end with the term of the seat, which is on December 31 of the applicable year.

E. **Elections**: The President, Vice President, and Secretary shall be elected by a majority vote of the Club membership at the annual meeting. The President shall be elected in even numbered years, and the Vice President and Secretary shall be elected in odd-numbered years. The Board of Directors shall reserve the right to vote on business and conduct Board Member elections via electronic vote. Only the President shall have the authority to call for an electronic vote, establish the guidelines for that vote, and extend the period of that vote in the event of unforeseen circumstances. All electronic voting opportunities shall be available to the membership for a minimum of one week. Proxy voting will not be available.

F. Appointment of Treasurer/Transfer of Financial Records: Upon the commencement of his/her term as President, the President shall convene a meeting of the Board of Directors for the purpose of appointing a Treasurer. The Treasurer's term shall run concurrently with the President's term. As soon as reasonably practicable but in no event 15 days after the appointment of the Treasurer, the Board shall adopt resolutions transferring control of the Club's accounts to the new President and Treasurer, and the new President and Treasurer shall file such resolutions and take all other necessary action with the applicable financial institutions to remove the outgoing President and Treasurer from the Club's financial accounts and substitute the new President and Treasurer as authorized signatories.

F. Procedural requirements: To the extent reasonably practicable, parliamentary procedure will be implemented at meetings, and every effort will be made to discuss any measures coming before the group. A majority vote of the Board Members present at Board meetings is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment and removal of a Board Member before the end of the Term of Office. Removal of a Board Member before the end of Term of Office for any purpose shall require a majority approval of the Board of Directors. The vacant position may be appointed by the President with majority approval of all Board members, or the duties of the position may be distributed among the active Board Members. A quorum at Board meetings shall consist of a simple majority of the Board of Directors. No official meeting shall be held unless a quorum is present.

VIII. LESSON COORDINATORS, COMMITTEES & TASK FORCES

The Board has the authority to: (1) appoint one or more lesson coordinators for the lesson programs; (2) appoint one or more instructor liaisons for the lesson programs; (3) appoint one or more camp coordinators for the camps; (4) appoint one or more coordinators for each special event, including but not limited to judged pleasure rides, horse shows, group trail rides, etc.; (5) appoint one or more coordinators for Club social events; and (6) create committees and task forces, appoint members to those committees and task forces, and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force. All coordinators, liaisons, and committee and task force members serve for one year or a term as defined by the Board. The Board has oversight duties with regard to the final rejection or acceptance of the actions of a committee or task force.

IX. FINANCES

The Board establishes an annual operating budget and sets membership dues to support the budget. Lesson, camp, and clinic fees are set by the applicable coordinator with the approval of the Board. The Board may authorize the President and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club with approval of the Board majority. The President and Treasurer shall have authority to sign all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club. All monies for the Club are deposited to the credit of the Club in PayPal (if payment is submitted to the Club by PayPal) or in banks that are members of or whose deposits

are insured by the Federal Deposit Insurance Corporation or other government insurance agency. No Club funds may be deposited in the personal account of a member of the Board. The Treasurer reviews the status of the general fund monthly. If the President and the Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by a majority of the Board.

X. SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times, and notices, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

XI. TAX STATUS AND DISSOLUTION

No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Club may not participate or intervene in (including the publishing or distribution of statements) any political campaign or behalf of any candidate for public office.

Regardless of any other provision of these articles, the Club may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to the Loudoun County Equine Alliance or one or more other 501(c)(3) nonprofit organizations to benefit the equestrian community.

XII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by two-thirds of those voting in a special electronic vote called for by the President, as follows: (a) a proposed amendment must be submitted in writing to the President; (b) the Board, by majority vote, determines its position for, against, or for with a recommended change at the next quarterly meeting; and (c) the Board returns the proposal along with its position in the notice of the special electronic vote by the members. The electronic vote shall be opened within one month of the meeting at which it was discussed.

In emergency or extraordinary situations, as defined by the Board, the Board (by two-thirds [2/3] vote of the entire Board) may determine its position on a proposed amendment for, against, or for with a recommended change before the next member meeting. The President may also call for a special electronic vote immediately following the Board's determination. In such emergency cases the Board must communicate the proposed amendment, the Board position on the proposed

amendment, and the basis for the emergency consideration to the membership at the opening time of the special electronic vote.

A proposed amendment that has not been recommended by the Board and has been defeated at a member meeting may not be resubmitted until at least one annual meeting has intervened. The Board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

The Board may renumber, revise, codify, and correct any provision in these bylaws, and in the rules, policies, procedures, and regulations of the Club, to eliminate errors, to correct spelling and grammar, to provide consistent numbering, and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.