

BYLAWS OF TUCKAHOE EQUESTRIAN CENTER FOUNDATION,

INC. ARTICLE I - NAME AND PURPOSE

- 1. Name.** Tuckahoe Equestrian Center Foundation, Inc. (The "Corporation") is a not-for-profit, non-stock corporation organized under the Corporation and Association's Article of the Annotated Code of Maryland. Its offices and programs are located at Tuckahoe State Park, Ridgely, Maryland, 21660.
- 2. Purposes.** The purposes of the Corporation are:
 - A. Advance through the development and support of competitive programs and educational programs, amateur competition in national equestrian sports;
 - B. Assist the State of Maryland in developing the Tuckahoe Equestrian Center at Tuckahoe State Park as a venue for amateur equestrian competitions;
 - C. Provide educational programs for children and amateur sportsmen dealing with all facets of care, training, breeding, and competition of horses;
 - D. Raise funds for use in the above exempt activities and hold/operate, acquire and maintain any and all properties, books, or records necessary to conduct the above activities;
 - E. Do all and any other actions permitted by corporate law of the State of Maryland.

ARTICLE II - MEMBERSHIP

- 1. Classes of Membership.** The membership of the Corporation shall be:
 - A. *Directors.* All Directors shall be members of the corporation by virtue of their office.
 - B. *Officers.* All officers of the Corporation shall be members of the Corporation by virtue of their office.
 - *C. *Junior Members.* All members under the age of eighteen (18) years shall be junior members. Junior members shall be entitled to all benefits of membership except:
 - (1). They shall not be voting members of the corporation;
 - (2). They shall not serve as directors of the corporation;
 - (3). They shall not serve as officers of the corporation.
- Nothing contained in these bylaws shall be construed to prohibit junior members from forming an educational club or youth group within the corporation and from serving as an officer of the said club or youth group.

D. *Other members.* The Board of Directors may invite individuals and organizations who desire to become members of the Corporation and support the purposes for which Tuckahoe Equestrian Center Foundation, Inc. was organized to become members of the Corporation.

E. Classes of membership and the benefits accruing to classes of membership and appropriate fee schedule may be designated by the Directors of the Corporation from time to time. Membership criteria will be without regard to race, sex, religion or political belief.

***F. *Termination of Membership.* Membership in Tuckahoe Equestrian Center Foundation, Inc. shall be terminated

- (1). upon resignation by the member, or
- (2) upon non-payment of dues after a three (3) month grace period, or
- (3) by recommendation of the Board of Directors, provided the member has been notified in writing as to cause and permitted a full hearing before the Board of Directors. Such recommendation must be approved by two-thirds majority of all directors in person or by telephone vote.

2. Annual Meeting. The annual meeting of the membership shall be held in the month of January at the offices of the Corporation or elsewhere as designated by the Board of Directors.

3. Notice of Meeting. Written or printed notice stating the place, date, day, and time and purposes of meeting, shall be mailed to all members not less than fifteen (15) days before the meeting.

ARTICLE III - BOARD OF DIRECTORS

1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors. The Board in all cases shall act as a unit, and individual members of the Board shall have no power to act independently of the Board. The Board shall have all the powers of the Corporation including, but not limited to, the power to make, amend, and abolish bylaws and other rules and regulations for the governance of the Corporation.

2. Number, Tenure and Qualifications. The number of Directors of the Corporation shall number no less than three (3) and no more than fifteen (15) elected as provided below. The Directors shall be elected annually at the annual meeting from a slate prepared by the Nominating Committee. Nominees for a position on the Board of Directors must have attended a majority of the monthly meetings in the calendar year prior to January elections. The Board retains the right to make an exception to this attendance requirement on an individual basis, by majority vote.[*4] The Nominating Committee shall be appointed by the President at least sixty (60) days before the annual meeting. Each nominee to the Board of Directors must be present at the annual meeting at which his or her possible election to the Board will take place.

3. Term of Office. The number of elected Directors shall be divided into three (3) classes, as nearly equal in number as possible, with respect to the times for which they shall severally hold office. Directors of the first class first chosen shall hold office for one (1) year or until the first annual election following their election; Directors of the second class shall hold office for two (2) years or until the second election following their election; and Directors of the third class shall hold office for three (3) years or until the third annual election following their election, and in each case, until their successors shall be duly elected and shall qualify. At each future annual meeting of the membership, the successors to the Class of Directors whose terms shall expire at that time shall be elected to hold office for a term of three (3) years so that the term of office of one Class of Directors shall expire each year. Each director elected shall hold office until his/her successor shall be elected and qualify. In the event of a vacancy on the Board of Directors, the Board may nonetheless act as a Board, provided the membership of the Board is not less than three (3).

4. Annual Meeting. The annual meeting of the Board of Directors shall normally be in the month of January immediately following the annual membership meeting.

5. Regular Meetings. There shall be at least two (2) regular meetings of the Board of Directors each year, one of which shall be the annual meeting. Regular meetings shall be held at the discretion of the President. The President shall give all Directors at least five (5) days prior written notice of each regular meeting at the Post Office addresses of the Directors as shown on the register of the Secretary. Any business of the Corporation may be conducted at a regular meeting. Failure to hold the requisite number of regular meetings shall not constitute grounds for negating any acts of the Board of Directors.

6. Special Meetings. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President at the request of a majority of the Directors. Written notice of the special meeting shall be given to all Directors at least five (5) days prior to any such meeting, at the Post Office addresses of the Directors as shown on the register of the Secretary, or by email.[*4] If on occasion the President determines that there is an emergency preventing giving of the usual notice, then notice of a special meeting shall be given to all the Directors as far in advance of the meeting as practicable, and need not be in writing. Lack of proper notice for said special meetings shall be recorded in the minutes. The business conducted at a special meeting shall be limited to the business specified in the notice.

7. Telephone Meetings. Meetings of the Board of Directors may be held by the conference telephone or similar communications equipment if all Directors participating in such meetings can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at such meetings.

8. Mailing of Notices. If written notice of any meeting is placed in the mail at least five (5) days before the meeting, postage prepaid and addressed to a Director at his or address as shown on the register of the Secretary, then the notice shall be deemed delivered at the time it is mailed.

9. Quorum. At any meeting of the Board of Directors one third (1/3) of the Directors, not less than five (5),[*4] shall be a quorum for the transaction of business, and the action of the one third (1/3) of Directors, not less than five (5) [*4] present at a meeting having a quorum, shall be deemed the action of the Board. A quorum must be present to conduct business.

10. Vacancies. If a vacancy occurs on the Board of Directors between annual meetings of the membership, the Board of Directors may select a replacement Director who shall serve until the next annual meeting of the Corporation. At the annual meeting following the occurrence of the vacancy a successor Director to serve the remainder of the Director's term shall be elected. However, if the number of Directors falls below three (3) the remaining Directors may meet and act for the limited purpose of electing Directors.

11. Resignations. Any Director may resign, and such resignation shall be effective when accepted by the Board. If the person resigning so requests in writing, the resignation shall be effective on the date it is submitted to the Board of Directors.

12. Removal of Director. If the Board of Directors shall determine after notice to the accused person and hearing thereon that a Director has engaged or conspired to engage in serious misconduct that injures or brings discredit to the Corporation, the Board shall by majority vote unseat such Director and the Director's position shall be deemed vacant and may be filled by another person as prescribed by these Bylaws. If a Director misses a majority of meetings in one calendar year, the office may be considered vacant, and the Board may replace the Director.

13. Compensation. Directors of the Corporation shall serve as such without salary or other compensation from the Corporation, except that the Board of Directors may from time to time reimburse such Directors from the General Fund for their actual and reasonable expenses incurred in the business of the Corporation. No director shall profit financially from any action of the Corporation provided, however, that this restriction shall not prevent a Director from participating in or benefiting from the programs of the Corporation and the purpose for which it is formed.

ARTICLE IV - OFFICERS

1. Election and Term. The officers of the Corporation shall be a President, a Secretary, a Treasurer and one or more Vice Presidents. No two of these officers may be held by the same person. Each nominee for a position as President and Vice President shall have first actively served on the Board of Directors for at least one year. The Board retains the right to amend this requirement on an individual basis, by a majority vote.[*4] The Board of Directors, by amendment to these Bylaws, may create other officers and assistant officers, and may modify and abolish such officers. The duties of the officers of the Corporation shall be those prescribed in the Articles of Incorporation and in these Bylaws. Each officer of the Corporation shall be elected at the annual meeting of Directors. A simple majority vote shall be sufficient to elect an officer. The term of office of an officer shall commence following the meeting of the Board of Directors at which he or she is

elected and shall terminate at the conclusion of the next annual meeting of the Board; except that and unless he or she shall resign [*4] or be removed, an officer shall continue to serve until his or her successor has been elected and commences to serve.

2. President. The President, who shall be a member of the Board of Directors shall be the Chief Executive Officer and the Chief Operating Officer of the Corporation: shall be Chairperson of the Board of Directors by virtue of his or her office; and shall normally preside at meetings and have such powers and shall perform such other duties as shall be assigned from time to time by the Board of Directors.

3. Vice President. Vice Presidents, at the request of the President, or in his absence or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. The Vice President(s), shall be member(s) of the Board of Directors since, if necessary, one may be required to perform duties as President.[*4] If there shall be more than one Vice President, the Board of Directors shall determine which one of such Vice Presidents shall perform the functions of the President and if the Board has not made such determination the Vice President with the longest term of service on the Board of Directors shall perform the duties of the President. The Vice President or Vice Presidents shall have such other powers and shall perform such other duties, and shall have such other descriptive designations in their title (if any) as shall be assigned from time to time by the Board of Directors.

4. Secretary. The Secretary shall keep the corporation seal and affix same as directed by the President or the Board of Directors; and shall be custodian of the corporate records. The Secretary shall have such other powers and shall perform such other duties as shall be assigned from time to time by the Board of Directors.

5. Treasurer. The Treasurer shall have overall responsibility for all funds and assets of the Corporation; shall prescribe methods to receive and give receipts for monies in the name of the Corporation in such banks and other depositories as an independent auditor to the Board of Directors; shall report through meeting the financial activities of the Corporation and shall assist the President and perform other such duties as may be prescribed. The Treasurer shall be the chairman of the Finance Committee. The Treasurer shall have such other powers and shall perform other duties as shall be assigned from time to time by the Board of Directors.

6. Bond. If required by the Board of Directors, any of the officers shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine with the premium to be paid by the Corporation.

7. Removal from Office. If the Board of Directors shall determine by majority vote of its members after notice to the accused person and hearing thereon that any officer of the Corporation has engaged in or has conspired to engage in serious misconduct that tends to injure or bring discredit on the Corporation, the offending officer shall thereupon cease

to be an officer and the office shall be deemed vacant, to be filled as prescribed by these Bylaws

8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

9. Conduct of Meeting. The Board of Directors shall follow Robert's Rules at its discretion for the conduct of meetings. [*5]

ARTICLE V - COMMITTEES

1. Executive Committee. The President, Vice President, Secretary and Treasurer of the Corporation shall constitute the Executive Committee of the Corporation. They shall be empowered to make interim decisions between regular meetings of the Board of Directors which may be necessary from time to time to further the purposes of the Corporation. All such decisions shall be reported in writing to the Board at its next regular meeting. A simple quorum of the Executive Committee is required for the transaction of interim business which may necessitate a meeting of the Executive Committee. Meetings of the Executive Committee may be held telephonically under the same conditions as set out in Article III, Section 7.

2. Finance Committee. The Finance Committee shall prepare and submit to the Board of Directors a budget for the forthcoming fiscal year ninety (90) days prior to the beginning of such year. The Committee shall recommend investment strategies for funds of the Corporation and shall advise the Board on the general financial structure of the Corporation. The Finance Committee shall consist of at least three (3) members appointed by the President.

3. Nominating Committee. The Board of Directors shall appoint a Nominating Committee consisting of at least two (2) members. The appointment shall be made not less than sixty (60) days prior to the annual meeting of the Directors. The Nominating Committee shall report in writing to the Board of Directors the names of the individuals nominated to serve as Directors for the forthcoming year. [*5]

4. Other Committees. The Board of Directors may by resolution designate other committees to further the purpose of the Corporation. Such committees should generally be chaired by a Director, but under special circumstances the Board may, at its discretion, appoint a chairman who is not a Director. Each committee shall serve at the pleasure of the President.

ARTICLE VI - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be broad or confined to a specific instance.

2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

3. Checks, Drafts, Etc. All checks, drafts or other order for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolutions of the Directors.

4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Directors may select.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year.

ARTICLE VIII - REIMBURSEMENTS

Any payments made to an officer or other employee of the Corporation such as a commission, interest, or rent, or entertainment expenses incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of such payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future reimbursement payments until the amount owed to the Corporation has been recovered.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended, altered, or replaced by the vote of two-thirds (2/3) majority of the entire Board of Directors at any regular or special meeting provided the notices of meeting states that such action is proposed, and provided that a copy of each proposed amendment, alteration, or repeal is delivered to each of the Directors at least ten (10) days before the meeting at which matter is to be acted upon. If the material is placed in the mail to a Director at least fifteen (15) days before the meeting, postage prepaid and addressed to the Director at his or her address as shown on the register of the Secretary, then it shall be deemed delivered at the time it is mailed.

(11) Amended 12/05 by vote of the Board of Directors

** Amended 2/09 by vote of the Board of Directors

*** Amended by vote of Board of Directors and added to ByLaws November 2011

[*4] Article III #2, 6, 9; Art. IV: #1, 3 Amended by BOD; added to ByLaws Jan. 2018

[*5] Article V #3; Art. IV: 9 Amended by BOD; added to ByLaws February 2023