

Pinellas County Hunter Association

Vote on the Passage of revised Corporation Bylaws

I, \_\_\_\_\_, attest that I am a Voting Member of PCHA in good standing.

I hereby submit my vote For \_\_\_\_\_ or Against \_\_\_\_\_ the passage of the revised Bylaws dated May 4, 2015.

I, \_\_\_\_\_ designate \_\_\_\_\_ as my Proxy with respect to the vote regarding the revised Bylaws dated May 4, 2015. My Proxy is a Voting Member of PCHA in good standing. The Proxy shall have the full power, as the substitute of the Voting Member, to vote on this issue. This Proxy shall be effective through the voting period ending September 12, 2015.

\_\_\_\_\_

Signature of Voting Member

\_\_\_\_\_

Date

\_\_\_\_\_

Signature of Proxy

\_\_\_\_\_

Date

BYLAWS OF THE  
PINELLAS COUNTY HUNTER ASSOCIATION  
A FLORIDA NOT-FOR-PROFIT CORPORATION

Amended: \_\_\_\_\_

ARTICLE I. OFFICES

This body shall be a voluntary Association under the name of Pinellas County Hunter Association and shall be incorporated under the laws of Florida. The Association shall designate a registered office in accordance with Florida law and shall maintain it continuously.

ARTICLE II. PURPOSE

Section 1. The object and purpose of this Association is to create, stimulate and maintain interest in horseback riding in Pinellas and surrounding counties; to obtain the best facilities therefore; to work together for the common advantage of all who ride horseback and to promote the showing of horses and the development of good sportsmanship.

Section 2. Definitions: (a) *Show Year*: runs from January through October, (b) *Awards Banquet*: takes place in January to recognize the performance of Association members, from the previous year.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any person who is of good moral character, who rides horseback or is interested in equestrian sports, is eligible for Membership in the Association.

Section 2. Membership Classification. Members eighteen years of age (before December 1<sup>st</sup>) or over shall be classified as Adult Members. Members who have not yet reached their eighteenth birthday before December 1<sup>st</sup> of that show year shall be classified as Junior Members.

Section 3. Status. Upon payment of current dues, each member shall receive, upon request, a copy of these Bylaws and shall be considered a member in good standing of this Association.

ARTICLE IV. VOTING MEMBERS

Section 1. Initial Members. The Voting Members are the Adult Members of the Association.

Section 2. Annual Meeting of Voting Members. The purpose of the annual meeting of Voting Members is to elect Directors and to transact such other matters as may properly come before the Members. The annual meeting of the Voting Members shall be held at the times and places designated by the Board of Directors or the President of the Association. The annual meeting of Voting Members shall for any year shall be

held no later than thirteen (13) months after the last annual meeting of Voting Members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Association or the validity of actions of the Association. All meetings and elections of the Association shall be held in accordance with the Rules of Parliamentary Procedures as stated in Robert's Rules of Order.

Section 3. Special Meetings. Special meetings of the Voting Members may be called by the President or by a majority of the Board of Directors then in office. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Voting Members to consider.

Section 4. Place of Meeting. The Board of Directors shall designate the place and time of meeting for any meeting of Voting Members. If no designation is made, then the place of meeting shall be the principal office of the Association.

Section 5. Notice of Meeting. Written or printed notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be posted on the Association web site and by email or mail not less than ten (10) days or more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Voting Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Voting Member at his address as it appears on the records of the Association with postage thereon prepaid.

Section 6. Waiver of Notice. A written waiver of notice signed by a Voting Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Voting Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Voting Record. The Officers having charge of the membership records of the Association shall make, at least ten (10) days before the meeting of Voting Members, a complete list of the Voting Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Association or at the principal place of business of the Association, and any Voting Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Voting Member at any time during the meeting. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

Section 8. Member Quorum and Voting. Unless otherwise required in the Articles of Incorporation, a majority of the Voting Members appearing in person or by proxy shall constitute a quorum at a meeting of Voting Members. When a specified item of business is required to be voted on by the Voting Members, unless otherwise required in the Articles of Incorporation, a majority of the Voting Members shall constitute a quorum for the transaction of such items of business. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Voting Members at the meeting entitled to vote on the subject matter shall be the act of the Voting Members. After a quorum has been established at a Voting

Members' meeting, the subsequent withdrawal of Voting Members, so as to reduce the number of Voting Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action take at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, the a majority of the Voting Members at the meeting may adjourn the meeting from time to time without further notice until the quorum is present.

Section 9. Votes. Each Voting Member shall be entitled to one vote, cast by ballot, on each matter submitted to a vote of Voting Members.

Section 10. Proxies. Every Voting Member entitled to vote at a meeting of Voting Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the Voting Member or his otherwise duly authorized attorney-in-fact. No proxy shall be valid, after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Voting Member executing it, except as otherwise provided by law.

### ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the Voting Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Association shall be controlled by the Board of Directors. Directors are non-paid positions.

Section 2. Number, Qualification, Election and Tenure. The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall never be less than three (3). The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws. It is the intention that the Initial Directors select additional Directors so that there are nine (9) Directors who serve as Directors of the Association. However, such number may be increased or decreased by the Board of Directors from time to time. Directors shall be elected by the Voting Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified. Each Voting Member must remain a member in good standing for six (6) months prior to the annual meeting, with exception of the Officers, who shall have been a member in good standing for twelve (12) months prior to the annual meeting, and shall have attended at least half of the regular meetings. No more than six (6) Members of the Board may be engaged as professionals in the horse industry as defined by the United States Equestrian Federation (USEF).

Section 3. Annual Meetings. The Board of Directors shall hold its annual meeting for the purpose of the election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all the Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held the third Monday following an Association Horse Show or at such date as shall be determined from time to time by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix reasonable time and place for holding them.

Section 6. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 7. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 8. Notice and Waiver. Notice of any special meeting shall be given at least ten (10) days prior thereto by written notice by mail, email, or telephone to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage thereon prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of the business because the meeting is now lawfully called or convened.

Section 9. Quorum and Voting. A majority of the Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors, unless otherwise provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Voting Members. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Voting Members or a special meeting of Voting Members called for that purpose.

Section 11. Removal. At any meeting of Voting Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Voting Members then entitled to vote at an election of Directors. New Directors may be elected by the Voting Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Voting Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

Section 12. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

#### ARTICLE IV. OFFICERS

Section 1. Officers. The Officers of this Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Directors may appoint other positions and committees including, but not limited to: The Horse Show Secretary, and the Banquet Chairperson and Co-Chairperson. Each of the foregoing officers must be members of the Board of Directors of the Association which shall be elected by a majority of the Directors present in person or by proxy at the annual meeting of the Board of Directors. A failure to elect any one (1) or more of the foregoing officers shall not affect the existence of the Corporation or its authority to transact business.

Section 2. Terms of Office. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Section 5. Duties. The Officers of the Association shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

(a) President. President shall be the chief executive officer of the Corporation. The President shall serve as the Chairman of the Board and shall preside at all meetings of the Board of Directors and of the Members. The President shall have the general and active management affairs of the Association and shall be ex-officio a member of all committees.

(b) Vice President. The Vice President shall be the assistant to the President and shall preside at all meetings in the absence of the President. The Vice President shall perform such other duties as may be assigned by the Board of Directors or the President.

(c) Secretary. The Secretary shall keep minutes as a record of the proceedings of the meetings of the Board of Directors and the meetings of the Members of the Association. The Secretary shall also keep an accurate record of the attendance at meetings and shall have charge of the Association's seal and shall affix the Association's seal to such instruments as are authorized by the Board of Directors.

(d) Treasurer. The Treasurer shall have charge of the funds of the Association and shall keep a correct account of all monies received and disbursed by the Association. The Treasurer shall present a financial report to the Board of Directors at each regular

Board meeting for the period since the date of the last Board meeting. The Treasurer shall also present a report of the receipts and disbursements for the previous year and a budget for the upcoming year at each annual meeting of the Association.

(e) Horse Show Secretary. The Horse Show Secretary is a paid position and will be appointed by the current Board President at the last meeting of the current show year. This is a position considered to be a member of the Board of Directors and the Horse Show Secretary may not hold any other officer position, at the same time. The Horse Show Secretary shall be responsible for any duties pertaining to and including the management of the Horse Show Office. The Horse Show Secretary shall also revise and keep up to date the Association's mailing list and membership records. The Horse Show Secretary shall be responsible for and make available to the Treasurer, a complete financial report at the close of each Horse Show, including any amounts paid to individual vendors. All competition organized and/or sponsored by the Association shall be held in accordance with the rules of the United States Equestrian Federation (USEF).

(f) Banquet Chairperson and Co-Chairperson. The Banquet Chairperson and Co-Chairperson are volunteer positions and shall be approved by the Board of Directors at the First meeting of the current show year. The Banquet Chairperson may have the option to hire a separate banquet coordinator, subject to approval of the Directors.

Section 6. Compensation. Other than the Horse Show Secretary, no Officer shall receive any compensation for performing such Officer's duties. However, an Officer shall be reimbursed for expenses incurred in performing such Officer's responsibilities, provided that such expenses have either been budgeted or have previously been approved by the Board of Directors.

Section 7. Delegation of Duties. In the absence or disability of any Officer of the Association or for any other reason deemed sufficient by the Board of Directors, the Board may delegate such Officers powers or duties to any other Officer or to any other Director.

## ARTICLE VI. VOLUNTEER COMMITTEES

Section 1. Creation of Volunteer Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more other committees as deemed necessary by the Board. Committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

## ARTICLE VII. BOOKS, RECORDS AND REPORTS

Section 1. Report to Directors. The Association shall keep an annual report after the close of the fiscal year of the Association. Such report shall include a balance sheet as of the close of the fiscal year of the Association and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Association, in conformity with generally accepted accounting principles applied on a consistent basis. Such financial records may be subject to review by a Certified Public Accountant if deemed necessary by the Directors.

Section 2. Inspection of Corporate Records. Any person who is a Voting Member of the Association shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose therefore, to examine and make copies from the relevant books, records of accounts, and minutes. Upon the written request of any Voting Member, the Association shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Association before such financial statements are available for its last fiscal year, the Association shall mail such financial statements as soon as they become available. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Association in Florida, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Voting Member, in person or by agent.

Section 3. Disbursement of Funds. Any bank accounts operated by the Association shall have 2 (two) signatures on file at such bank. Any checks written on the Association account shall be required to have the signature of either the Treasurer or the Show Secretary or such other Officer of the Association as may be determined by the Directors at the first meeting of the fiscal year. Actual account activity may be reviewed at Board meetings upon request.

#### ARTICLE VIII. NONPROFIT OPERATION

The Association will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Association will be distributed to its Members, Directors or Officers without full consideration. No Member of the Association has any vested right, interest or privilege in or to the assets, property, functions or activities of the Association. The Association may contract in due course with its Members, Directors and Officers without violating this provision.

#### ARTICLE IX. FISCAL YEAR

The fiscal year of the Association shall be the period selected by the Board of Directors as the taxable year of the Association for federal income tax purposes.

#### ARTICLE X. SEAL

The Association's seal shall bear the name of the Association between the concentric circles and in the inside of the inner circle shall be the year of incorporation.

#### ARTICLE XI. INDEMNIFICATION

The Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.



ARTICLE XII. AMENDMENTS

These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Board of Directors.