

BYLAWS OF THE  
CENTRAL PENNSYLVANIA JUNIOR HORSE SHOW ASSOCIATION

ARTICLE I

Name

The name of the Corporation shall be the Central Pennsylvania Junior Horse Show Association (*herein after known as the Association*).

ARTICLE II

Purposes and Operation

Section 1. Purposes.

- (A) The specific and primary objects and purposes of this Association are:
- (i) To stimulate interest in horses in Central Pennsylvania;
  - (ii) To serve and promote the best interest of recognized horse shows in Central Pennsylvania and of the exhibitors who participate in them;
  - (iii) To establish, describe and enforce adequate and fair rules governing the horse show classes sponsored by the Association;
  - (iv) To maintain proper records for the use of the Members and to compile points won at individual member horse shows for the purpose of awarding annual high score awards;
  - (v) To consider and approve show dates for member horse shows;
  - (vi) To sponsor and engage in fund-raising activities to provide financing for the objectives of the Association; and
  - (vii) To engage in any and all lawful activities of a Pennsylvania nonprofit corporation and a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.
- (8) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the preceding paragraph.
- (C) Notwithstanding any other provisions of the Bylaws, the Association shall not carry on any other activities not permitted to be carried on by an association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or corresponding section of any future tax law).

Section 2. Operation.

The Association shall operate on a non-stock basis, and it shall not distribute any part of its income or profits to its Members, Directors, or Officers, except as provided for under Article 7, section 1(F).

Section 3. Limitation of Association Activities

The activities of the Association shall at all times be so conducted and limited as to enable the Association to meet the requirements for a corporation exempt from Federal income tax under Section 501(c)(3) of the U.S. Internal Revenue Code of 1954, as amended (or the corresponding provisions of any similar legislation hereafter adopted by the Congress of the United States).

Section 4. Offices

The registered office of the Association shall be the address of the President. The principal places of business of the Association shall be the addresses of both the Secretary and the Treasurer.

Section 5. Proper Notice

Proper notice is hereafter defined as conventional postal methods, electronic mail and facsimile.

ARTICLE III

Membership

Section 1. Membership.

- (A) Individual Senior Members shall be those persons over the age of 18 who apply for membership, are in good standing, and remit the appropriate dues to the Association.
- (8) Individual Junior Members shall be those persons who have not reached their 18<sup>th</sup> birthday by December 1 of the current show year and who apply for membership, are in good standing, and remit the appropriate dues to the Association.
- (C) Business Membership shall be those entities who apply for membership, are in good standing, and remit the appropriate dues to the Association. One owner of said business must be a current individual junior or senior member if that business owns a horse competing for year-end awards. Business memberships are not entitled to a vote at the Annual Meeting.

Section 2. Recording of Horses.

Recorded horses shall be those horses, the names of which have been submitted to the Association by their owners, for recording of said horse, who are in good standing, and remit the appropriate fees to the Association.

Section 3. Membership Dues and Rules.

The Board of Directors of the Association shall have the authority to set dues and recording fees for all members of the Association and to promulgate rules relating to eligibility for membership.

Section 4. Member Shows.

- (A) All Member Shows shall make application and payment of dues for show dates for the following year at least sixty days prior to the show date. A 100% penalty shall be assessed if payment of dues is not made prior to the show date. Any horse show penalized shall be considered not in good standing and have no further applications accepted, until such time as their dues and penalty have been paid.
- (8) In the case of a conflict of dates, the Board of Directors shall arbitrate and make a decision; such decision may be to sanction only one show or to sanction more than one show on a single date. It is understood that making application for a specific date does not constitute approval of such date.

Section 5. Record of Members.

The Secretary of the Association shall maintain a current list of the Members, with the address of each, which list shall be kept on file at the principal places of business and at the registered office of the Association and shall be subject to inspection by any Member or Director at any reasonable time.

Section 6. Transfer of Membership.

Membership in this Association shall not be transferable or assignable.

ARTICLE IV

Meetings of Members

Section 1. Annual Meetings.

- (A) The Annual Meeting of the Members of the Association, for the purpose of electing members of the Board of Directors and for such other purposes as may properly come before the meeting, shall be held within ninety (90) days of the conclusion of the Association's show year on such day and such time and place as the Board of Directors shall designate. If the election of directors shall not be completed on the day designated for the Annual Meeting of this Association or at any adjournment thereof, the Members

shall complete the election at a Special Meeting of the Members to be held as soon thereafter as conveniently may be done.

- (8) Those Junior and Senior Members who are current members of the Association shall be the members entitled to notice of the annual membership meeting.
- (C) Those Junior and Senior Members who are current members of the Association by the close of business on the last business day preceding the annual membership meeting and who meet all other qualifications of voting members, shall be certified as being eligible to vote at the Annual Meeting.

#### Section 2. Special Meetings.

Special Meetings of the Members may be held at the call of the President or at a call given by proper notice and acknowledged by not less than a majority of the Members of record at the date of filing and filed with the Secretary at least fifteen (15) days in advance of the date for which the meeting is called. This call shall state the purpose for which the meeting is called. The business transacted at any Special Meeting shall be confined to the business stated in the call.

#### Section 3. Notice of Meetings.

Proper notice of the time, place, and purpose of each Annual Meeting of the Members shall be sent to each Member at least two (2) weeks prior to the meeting. Proper notice of the time, date, place, and purpose of any Special Meeting of the Members shall be sent to each Member at least ten (10) days prior thereto.

#### Section 4. Quorum.

A quorum at any meeting of the Members shall consist of the voting members present.

#### Section 5. Voting Rights.

Each Member entitled to vote at a meeting shall have one (1) vote on any issue that may properly come before any Annual or Special Meeting of the Members. When a quorum is present or represented at any meeting of the Members, the vote of a majority of the Members, present ~~in person~~, shall decide any question brought before such meeting, unless the question is one for which, by express provision of statute or the Articles of Incorporation of this Association or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Junior members who are the age of 15 as of December 1st of the current show year and senior members are entitled to vote. On issues such as the election of Directors where *members* are entitled to cast more than one vote, cumulative voting is not permitted. ~~There shall be no voting by proxy by the general membership.~~

#### Section 6. Annual Meeting: Proposed Order of Business.

The proposed order of business for Annual Meetings shall be:

- (A) The qualifying of members present.

- (B) The reading of the minutes of the last meeting.
- (C) Report of the Treasurer.
- (D) Report of the Board of Directors and Special Committees and the consideration of any resolutions attached thereto.
- (E) Consideration of show dates.
- (F) Report of Nominating Committee and the election of Officers and Directors.
- (G) Deferred business.
- (H) New business.
- (I) The appointment of Committees for the ensuing year.

The above order may be changed by vote of a majority of members present.

Section 7. Use of Electronic Technology for Meetings and Voting.

(A) Attendance--Officers, Directors, and Members of the Association, except as otherwise provided in the bylaws, may participate in a meeting of the Association, by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear and see each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

(B) Voting--Officers, Directors and Members of the Association, except as otherwise provided in the bylaws, in the presence or participation of, including voting and taking other action, at a meeting of the Association, or the expression of consent or dissent to Association action, by a member by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the member for the purposes of this subpart.

ARTICLE V

Directors

Section 1. Number and Qualification.

The business and affairs of the Association shall be managed by a Board composed of nine (9) Directors and the current Officers. Officers of the Association are members of the Board of Directors by virtue of their offices. All Officers and Directors shall be Senior Members in good standing with the Association.

Section 2. Election of Directors.

Three Directors of the Association shall be elected by plurality vote of the Members at each Annual Meeting of the Association, and each of them shall hold office for a term of three (3) years and until his successor shall be elected and shall qualify. At the initial Annual meeting, nine directors are chosen as follows: Three for three-year terms, three for two-year terms and three for one-year terms.

Section 3. Voting for Directors.

At all elections of Directors, the vote shall be taken by written ballot or other electronic means as outlined in Article 4, Section 7., Subchapter B.

Section 4. Terms.

Directors are limited to two consecutive elected terms.

Section 5. Honorary Directors.

The Board of Directors may from time to time elect honorary Directors in recognition of distinguished service to the Association. Honorary Directors shall have no vote, shall be exempt from payment of dues, and shall receive all other benefits of membership.

Section 6. Responsibilities of Directors.

The responsibilities of the Directors of the Association shall include, but not be limited to, the following:

- (A) General management of the business and affairs of the Association;
- (8) Establishment and enforcement of the rules of the Association governing recognized horse show members and individual members provided, however, that any and all rule changes or amendments shall be prospective only and shall not be retroactive;
- (C) Establishment of dues and recording fees for the Association;
- (D) The Board of Directors shall have the authority, after a hearing before the Board of Directors, to censure, suspend or expel any officer or member whose conduct shall be found to be prejudicial to the best interest of the Association, or in violation of the rules or constitution of the Association;
- (E) The Board of Directors shall have the authority to consider and approve recognized show memberships and shall further have the right to censure, suspend or expel any member show for cause as "cause" shall be determined by the Board of Directors after a hearing.

Section 7. Required Attendance at Meetings.

Any Director who shall be absent from two (2) regular meetings of the Board in any period of twelve (12) consecutive months, without an excuse approved by the President, will be dropped from the Board.

Section 8. Vacancies Among Directors.

Any vacancy among the Directors caused by a Director's death, resignation, or removal occurring during the interim between Annual Meetings of the Members, shall be filled for the unexpired term by a majority vote of the remaining Directors, even if it is less than a quorum, taken at any regular or special meeting of the Board.

Section 9. Removal.

Any Director or Directors may be removed from office pursuant to the provisions of Section 5726 of the Pennsylvania Business Corporations Law, as amended (15 Pa.C.S.A. section 5726) or the corresponding provision of any future law.

Section 10. Liability of Directors.

- (A) No person who is or was a Director of this Association shall be personally liable for monetary damages for any action taken, or any failure to take any action as a Director unless:
  - (i) The Director has breached or failed to perform the duties of his office as set forth in Section 8363 of the Pennsylvania Director's Liability Act (42 Pa. C.S. Section

8363); and

6

- (ii) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(B) This provision of the Bylaws shall not apply to:

- (i) The responsibility or liability of a Director pursuant to any criminal statute; or
- (ii) The liability of a Director for the payment of taxes pursuant to local, state or federal law.

If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Association, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

## ARTICLE VI

### Directors' Meetings

#### Section 1. Annual Meetings.

The Board shall hold an Annual Meeting each year, within thirty (30) days after the Annual meeting of the Members of the Association.

#### Section 2. Regular Meetings.

The Board shall hold at least four (4) regular meetings each year at such times as the Board may designate, but no more frequently than monthly. The meetings shall be held at the registered office of the Association or at such other place as the Board may designate.

#### Section 3. Special Meetings.

Special meetings of the Board may be called at any time by proper notice from the President or from any three (3) Directors, at such time and place and for such purpose as may be designated in the proper notice calling the meeting. Notice of any such special meeting shall be given to the entire Board.

#### Section 4. Notice of Meetings.

Proper notice of each Annual or Regular Meeting of the Board shall be sent to each Director at least ten (10) days prior thereto. Proper notice of the time, place, and purpose of any Special Meeting of the Board shall be sent to each Director thereof at least five (5) days prior thereto.

#### Section 5. Quorum.

At least one-third (1/3) of the persons entitled to vote at any meeting of the Board shall constitute a quorum for the transaction of business at that meeting, and the acts of a majority of the Directors and Officers present at a meeting at which a quorum is present shall be the acts of the Board.

#### Section 6. Proxy Voting.

Voting at any meeting of the Board shall be in person only and not by proxy.

See Article IV, Section 7, Subchapter B regarding electronic voting.

ARTICLE VII

Committees

Section 1. Committees.

The President shall appoint a chairman for each of the following committees from among the Board of Directors. Each chairman shall choose at least two members to serve on his committee. The President shall be an ex-officio member of all committees. Committee chairmen are required to give all committee members proper notice of committee meetings as least seven (7) days prior to the meeting.

- (A) Nomination Committee. This Committee shall prepare a slate of proposed officers and directors for each Annual Meeting. Additional nominations will be accepted from the floor during the Annual Meeting;
- (B) Rules/Bylaws Committee. This Committee shall be responsible for reviewing and recommending changes to the rules/bylaws of the Association;
- (C) Banquet Committee. This Committee shall make all preparations and arrangements for the Annual Banquet to be held at the close of the horse show season;
- (D) Benefit Horse Show Committee. This Committee shall be responsible for the organization of the Benefit Horse Show.
- (E) Awards Committee. This Committee shall be responsible for awards to be presented at the Annual Banquet and the Annual Benefit Horse Show.
- (F) Scholarship/Sportsmanship Committee. This Committee shall review applicants for CPJSHA Scholarships, determine the recipients and denominations of the scholarships and oversee their distribution.
- (G) Ways and Means Committee. This Committee shall develop and implement fund raising events and sponsorships.
- (H) Equitation/Clinic Committee. This Committee shall be responsible for promoting horsemanship through the equitation finals and other educational activities.

Section 2. Other Committees.

The President may provide for any other committee deemed necessary or convenient to the best interests of the Association.

Section 3. Absent or Disqualified Members.

In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another person to act at the meeting in the place of any such absent or disqualified members.

## ARTICLE VIII

### Officers

#### Section 1. Qualification, Election, and Appointment.

The offices of President, Vice President, and Treasurer of the Association shall be elected by a written plurality vote of the Members present at the Annual Meeting and are qualified to vote at that meeting. The office of Secretary of the Association will be filled by appointment by the Board of Directors of the Association. Appointed positions will not have the privilege of voting. The President, Vice President, Treasurer, and Secretary shall be natural persons of 18 years or older.

#### Section 2. Term.

The Officers of the Association shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed may be removed by majority of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Board.

#### Section 3. President.

The President shall be the Chief Executive Officer of the Association; shall have responsibility for the general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He shall preside at all meetings of the Members and of the Board of Directors. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Association. The President shall have sufficiently broad authority to enable him to carry out his responsibilities and he shall act as the duly authorized representative of the Association whenever appropriate.

#### Section 4. Vice President.

The Vice President shall perform the duties of President in the absence of President, or temporarily in the case of a vacancy in the office of President. The Vice-President shall perform such other duties as the Board of Directors or the President shall delegate to him.

#### Section 5. Secretary.

Such duties include, but are not limited to, tabulating points for annual high score awards, recording memberships for members and their horses, recording memberships for member horse shows, taking minutes of the Board of Directors meetings, perform like duties for other committees when required, manage the

Association's web site, publishing and distributing the newsletter and other correspondence to the membership, and handle all other Association correspondence and secretarial duties deemed necessary.

Section 6. Treasurer.

The Treasurer shall collect all monies due to the Corporation and shall have custody of the funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as shall be designated by the Board. The Treasurer shall make a full report in writing covering the financial condition of the Association at each Annual Meeting.

ARTICLE IX

Year-End Awards

Section 1. Year-End Awards.

The Association shall offer year-end awards that the Board shall deem appropriate for high score points won in each of the divisions recognized by the current rule book of the Association. These awards shall be presented at the Awards Banquet to be held at the close of each showyear.

Section 2. Qualification.

- (A) Equitation riders must be members of the Association to qualify for year-end awards.
- (B) Riders, Handlers and Owners must be members in good standing and their horses and ponies must be recorded with the Association to qualify for year-end awards.

ARTICLE X

Indemnification

Section 1. Terms.

The Association shall indemnify, to the extent permitted under these bylaws, any person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the Association), or who is threatened to be made such a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Association) by reason of the fact that he is or was a Director, Officer or employee of the Association, or is or was serving at the request of the Association as a Director, Officer or employee of another association, partnership, joint venture, trust or other enterprise such person being herein called an "Indemnified Person", against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding

(herein called collectively the “Indemnified Liabilities”), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

In addition, the Association shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including, without limitation, the indemnification permitted by Subchapter C, 15 Pa.C.S.A. sections 5741 et seq., of the Business Corporation Law, or any corresponding provisions of any similar legislation hereafter adopted by the General Assembly of Pennsylvania.

Section 2. Powers.

The Association shall have the power to indemnify any person who is or was an agent of the Association, or is or was serving at the request of the Association as an agent of another association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him by reason of his services on behalf of the Association except as prohibited by law.

Section 3. Ability to Advance Expenses.

Expenses incurred by an Officer, Director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized in the manner provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article.

Section 4. Determination of Indemnification and Advancement of Expenses.

- (A) Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Association unless a determination is reasonably and promptly made that indemnification of the Director, Officer or employee is not proper in the circumstances because he has not satisfied the terms set forth in Section 1.
- (B) Expenses shall be advanced by the Association to a Director, Officer or employee upon a determination that such person is an Indemnified Person as defined in Section 1 of this Article and has satisfied the terms set forth in Section 3 of this Article.
- (C) Any indemnification under Section 2 of this Article of advancement of expenses to an agent under Section 3 of this Article (unless ordered by a court) may be made upon a determination that the agent has satisfied the terms of Section 2 or 3, as such person is fairly and reasonably entitled to indemnity or advancement of expenses.
- (D) All determinations under this Section shall be made:

- (i) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or
- (ii) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or
- (iii) By the Members.

Section 5. Other Rights of Indemnified Person.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of Members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. Insurance.

The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another association, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI

Miscellaneous

Section 1. Financial Report.

The Board shall present annually to the Members a report, as referred to in Section 5553 of the Business Corporations Law, (15 Pa.C.S.A. Section 5553) or the corresponding provision of any future law, a copy of which report shall be filed with the minutes of the Annual Meeting of the Members.

Section 2. Depository for Corporate Funds.

The funds of the Association shall be deposited in its name in a depository or depositories designated by the Board. All checks, demands for *money* and notes for the Association shall be signed by such officer or officers as the Board may, from time to time, designate.

Section 3. Fiscal Year.

The fiscal year of the Association shall begin January 1.

Section 4. Inspection of Books and Records.

All books and records of the Association may be inspected by any Member of the Association or his/her agent for any proper purpose at any reasonable time.

Section 5. Gifts.

The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 6. Waiver of Notice.

Whenever any notice of any meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7. Meetings Involving Telephone or Virtual Technology.

At the Board's election, one or more Members, Directors, or Members of a Board committee may participate in a meeting of the Members, of the Board, or of a committee by means of conference telephone, or similar communications technology equipment, whereby all persons participating in the meeting can hear and see each other. Providing all notice requirements for holding the meeting involved have been met, action may be taken at such a ~~telephone~~ virtual meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

Section 8. Informal Action.

Any action which may be taken at a meeting of the Members of the Association or of the Board, or of the members of a committee of the Board, may be taken without meeting if a consent or consents in writing, setting for the action so taken, shall be signed by all Members, by all the Directors, or by all the members of a committee, as the case may be, who would be entitled to vote at a meeting held for such purpose and shall be filed with the Secretary of the Association.

Section 9. Adjournment.

If any meeting of the Members, the Board, or the members of a committee of the Board cannot be organized because less than a quorum of the persons involved is in attendance, those persons in attendance may adjourn the meeting to such time and place as they may determine and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted, other than the announcement to the meeting at which such adjournment is taken.

Section 10. Amendment of Bylaws.

These Bylaws may be altered, amended, or repealed by a two-thirds (2/3) vote of the Members entitled to vote thereon at any Regular or Special Meeting, duly convened after due notice to the Members of that purpose, or by a two-thirds (2/3) vote of the members in office of the Board at any Regular or Special Meeting duly convened,

subject always to the power of the Members to change any such action taken by the Directors, and Members as described in Section 5504(b) of the Pennsylvania Nonprofit Corporation Law (15 Pa.C.S.A. section 5504(b)) or the corresponding provision of any future law.

Section 11. Dissolution

Upon dissolution of the Association and payment of all liabilities, any assets of the Association shall be disposed of exclusively for the purposes of the Association in such a manner or to such organization(s) operated exclusively for the charitable or educational purposes as shall at the time qualify as an exempt organization under the United States Internal Revenue Code of 1954. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Cumberland County, Pennsylvania exclusively for such purposes.