

**BY-LAWS OF THE
MARTHA'S VINEYARD HORSE COUNCIL, INC.**
A Massachusetts Nonprofit Council

ARTICLE 1: PURPOSES

Section 1.1 In furtherance of its corporate purposes as described in the Articles of Organization of the Martha's Vineyard Horse Council (the "Council"); the Council shall strive to fulfill the following functions for the benefit of its members:

- A. RECORD KEEPING
 - 1. Members names, mailing addresses, phone numbers
 - 2. Horse photo ID records
- B. EDUCATION
 - 1. Provide clinics for horses and riders
 - 2. Provide guest lecturers whenever possible
 - 3. Sponsor horse related field trips
 - 4. Monthly correspondence
- C. FUND RAISING
 - 1. For clinics
 - 2. For lectures
 - 3. For trips
 - 4. For general funds
 - 5. For scholarships
- D. COORDINATION
 - 1. Of all horse related activities including horse shows and equine events
- E. PUBLIC RELATIONS
 - 1. Inform and educate the public
 - 2. Stimulate public awareness through the press and other organizations
 - 3. List current events and classes in 'Calendar' section of local newspapers

ARTICLE 2: MEMBERSHIP — MEETINGS OF MEMBERS

Section 2.1 The Council shall have four classes of members: Junior, Adult, and Family.

- A. Junior member shall be individuals under the age of 18 years. Junior members shall not have voting rights
- B. Adult Members shall be individuals 18 years of age and older. Each Adult Member shall have voting rights
- C. Family Members shall consist of two adults, who shall each be considered an Adult Members for purposes of voting rights, and two children, who shall be considered Junior Members for the purposes of voting rights

Section 2.2 Regular meetings of the Council shall be held on the second Thursday of each month at such time and place as shall be announced in the last issue of the Council correspondence published or sent prior to such meeting.

Section 2.3 An annual meeting of the Council for the election of officers and directors and the transaction of such other business as may properly be brought before the meeting shall be held in the month of November at such time and place as shall be determined by the Board of Directors and announced in the last issue of the Council correspondence published or sent prior to such meeting, or at such other place and time as shall be determined by the Board of Directors.

Section 2.4 Special meetings of the Council may be called by the Board of Directors of by ten (10) or more members of the Council by written application to the Board of Directors.

Section 2.5 Notices of all meetings of the Council shall be included in Council correspondence published or sent prior to such meeting. Correspondence shall be sent to each member at the email address set forth for such member on the books and records of the Council no less than five (5) days prior to such meeting.

ARTICLE 3: VOTING RIGHTS; QUORUM

Section 3.1 At every meeting of the Council, every Adult Member entitled to vote thereat shall be entitled to one vote.

Section 3.2 The presence of seven (7) Adult Members, in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Council. When a quorum is present, the vote of a majority of the Adult Members present and voting shall, except when a larger vote is required by law or these by-laws, decide any question brought before such meeting.

ARTICLE 4: DUES

Section 4.1 Dues and other charges of the Council shall be fixed by the majority vote of Members present at any regular or special meeting of the Council at which a quorum is present.

ARTICLE 5: DIRECTORS

Section 5.1 The business of the Council shall be managed by the Board of Directors. The Board of Directors shall be comprised of the President, the Vice President, the Treasurer and the Secretary.

ARTICLE 6: POWERS OF THE BOARD

Section 6.1 The Board of Directors may exercise all the powers of the Council as are directed or required to be exercised and done by law, the articles of organization or by these by-laws; provided, however, that the Board of Directors may not engage directly or indirectly in any activity that would invalidate the Council's status as an organization of the type described in Section 501C (7) of the Internal Revenue Code of 1986, as amended (the "Code"), or in the corresponding provision of any successor statute thereto.

Section 6.2 The Board of Directors shall consider all matters of policy and problems brought before it and shall report its findings and recommendations and give a report of the year's activities at the Annual Meeting of the Council.

ARTICLE 7: MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1 The Board of Directors shall meet on the second Thursday of every month at such hour and place as the directors or an officer designated by the directors shall determine.

Section 7.2 Special meetings of the directors shall be held only upon notice to the directors.

Section 7.3 Members of the Board of Directors or of any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7.4 At all meetings of the Board of Directors, the number of directors required to constitute a quorum shall be a majority of the directors then in office. If a quorum is present, a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law or the articles of organization or these by-laws.

ARTICLE 8: ACTION WITHOUT A MEETING; TELEPHONE CONFERENCE MEETINGS

Section 8.1 Any action required or permitted to be taken at any meeting of the members or directors may be taken without a meeting if all the members or directors, as the case may be, consent to the action in writing and the written consents are filed with the records of meetings of directors, as the case may be. Such consents shall be treated for all purposes as a vote at a meeting.

Section 8.2 Members of the Board of Directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 9: OFFICERS

Section 9.1 The officers of the Council shall consist of a President, Vice President, Treasurer and Secretary and such other officers and assistant officers as the Board of Directors may authorize from time to time.

Section 9.2 The officers shall be elected at the Annual Meeting of the Council and shall hold office until the next annual meeting and until their respective successors are chosen and qualified. Any officer may resign at any time upon written notice to the Council. The resignation shall be effective upon receipt thereof by the Council or at such subsequent time as may be specified in the notice of resignation. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

Section 9.3 The President, Vice President and any other officer or director with power of signature on any Council bank accounts may be required to give bond for the faithful performance of his duties in such form and with such sureties as the Board of Directors may determine.

Section 9.4 Term limits are recommended in three (3) year increments.

ARTICLE 10: THE PRESIDENT

Section 10.1 The President shall preside at all meetings of the Council and of the Board of Directors and shall be a member ex-officio of all committees of the Council.

Section 10.2 The President shall perform such duties as usually pertain to that office in such an organization and such other duties as are assigned to the President by the Board of Directors.

ARTICLE 11: THE VICE PRESIDENT

Section 11.1 The Vice President shall, in the absence or incapacity of the President, have the authority to exercise all the powers and perform the duties of the President. The Vice President shall also have such other authority and perform such other duties as may be provided in these by-laws or as shall be determined by the Board of Directors or the President.

ARTICLE 12: THE SECRETARY

Section 12.1 The Secretary shall send appropriate notices, when required, of all annual and special meetings of the Council, shall attend all meetings of the Board of Directors and of the Council and shall be responsible for the keeping and reporting of adequate records of all meetings of the Council and of the Board of Directors. The Secretary shall be a resident of the Commonwealth of Massachusetts unless the Council has a duly appointed registered agent.

Section 12.2 The Secretary shall keep a record of attendance at all meetings of the Council and the Board of Directors.

Section 12.3 The Secretary shall act as custodian of all records and reports.

Section 12.4 The Secretary shall handle correspondence and other secretarial duties as directed by the Board of Directors.

ARTICLE 13: THE TREASURER

Section 13.1 The Treasurer shall see that all dues and other charges owed the Council are collected promptly.

Section 13.2 The Treasurer shall be permitted to pay all "maintenance" bills less than \$200 without first seeking approval of the Board of Directors. All bills of \$200 or more must be approved by a majority of the Board of Directors prior to payment and shall require the signature of both the President and the Treasurer.

Section 13.3 The Treasurer shall deposit all funds of the Council to its credit in a federally insured bank as directed by vote of the Board of Directors.

Section 13.4 The Treasurer shall keep accurate and detailed accounts of receipts which shall always be open for examination by any member of the Board of Directors.

Section 13.5 The Treasurer shall present a full and detailed report of the finances of the Council at the Annual Meeting of the Council and at monthly meetings of the Council.

ARTICLE 14: REMOVAL OF DIRECTORS AND OFFICERS

Section 14.1 Directors and officers may be removed from the office with cause by the vote of a majority of the members present and voting at any regular or special meeting of the Council at which a quorum is present. Any director or officer who is to be removed for cause shall be entitled to reasonable notice and opportunity to be heard by the Board of Directors prior to his removal.

ARTICLE 15: VACANCIES ON THE BOARD OR IN A PARTICULAR OFFICE

Section 15.1 Any vacancy on the Board of Directors or in a particular office, however occurring, shall be filled by a majority vote of the members present and voting at any regular or special meeting of the Council at which a quorum is present.

ARTICLE 16: COMMITTEES

Section 16.1 The Council shall have the standing committees described below and may have such other committees as the Members deem appropriate or desirable. The establishment of additional committees shall be approved by the majority vote of Members present at any regular or special meeting of the Members at which a quorum is present.

A. NOMINATING COMMITTEE

The Nominating Committee shall consist of three (3) Adult Members of the Council, appointed by the Board of Directors and shall have the duty of presenting nominations at the Annual Meeting of the Council.

B. FINANCE COMMITTEE

1. The Finance Committee shall consist of the Treasurer as Chairman and at least two (2) other Adult Members of the Council, appointed by the Board of Directors.
2. The Finance Committee shall have general supervisory responsibilities of the financial affairs of the Council.

C. AUDIT COMMITTEE

1. The Audit Committee shall consist of at least three (3) Adult Members of the Council and shall be appointed by the Board of Directors.
2. The Audit Committee shall review the annual financial statements and comments of the Treasurer, shall consider matters relating to the quality and responsibility of the Council's financial and accounting functions, and shall make reports and recommendations to the Finance Committee regarding the same.

D. JUNIOR COMMITTEE

1. The Junior Committee shall consist of a President, Vice President, Treasurer and Secretary who shall report to the Board of Directors and who shall have the duties set forth below:
 - a. The President shall preside at all meetings of the Junior Committee
 - b. The Vice President shall preside pro tem in the absence of the President
 - c. The Treasurer shall keep accurate and detailed accounts of receipts and expenditures of the Junior Committee
 - d. The Secretary shall notify members of meetings and be responsible for keeping and reporting adequate records of such meetings, shall keep attendance records and shall act as custodian of ail records. The Secretary shall also handle correspondence and other secretarial duties as directed by the Junior Committee.
2. The Junior Committee shall meet at least four (4) times per year or as needed.
3. Junior Members of the Council shall elect the President, Vice President, Treasurer and Secretary of the Junior Committee each year at the annual meeting of the Council.
4. The Junior Committee will be awarded a budget by the Board of Directors annually in January or at such other time as the Board shall determine. The Junior Committee may supplement its budget by

independent fundraising and/or may request additional funds from the Board of Directors for specific activities.

ARTICLE 17: INDEMNIFICATION

Section 17.1 The Council shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Council, by reason of the fact that he is or was a director, officer, employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, 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 in connection with such action, suit or proceeding if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Council, and, with respect to any criminal action or proceeding, had no reason to believe his conduct was unlawful.

Section 17.2 The Council shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Council to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Council or is or was serving at the request of the Council as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgements, fines and amounts paid in settlement of such action or suit if such person acted in good faith and in a manner he reasonably believe to be in, or not opposed to, the best interests of the Council, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Council unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or other court shall deem proper.

Section 17.3 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. It is the policy of the Council that indemnification of, and advancement of expenses to, directors and officers of the Council shall be made to the fullest extent permitted by law. To this end, the provisions of this Article shall be deemed to have been amended for the benefit of directors and officers of the Council effective immediately upon any modification of Chapter 180 of Massachusetts General Laws or any modification, or adoption of any other law that expands or enlarges the power or obligation of corporations organized under Chapter 180 of Massachusetts General Laws to indemnify, or advance expenses to, directors and officers of corporations.

Section 17.4 The Council may pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article in advance of the final disposition of such action or proceeding 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 Council.

Section 17.5 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Council and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 17.6 The Council shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, 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 Council would have the power to indemnify him against such liability under the provisions of this Article.

Section 17.7 As soon as practicable after receipt by any person specified in Section 17.1or 17.2 of this Article of notice of the commencement of any action, suit or proceeding specified in Section 17.1or Section 17.2, such person shall, if a claim with

respect thereto may be made against the Council under this Article, notify the Council in writing of the commencement or threat thereof; however, the omission to so notify the Council shall not relieve the Council from any liability under this Article unless the Council shall have been prejudiced thereby or from any other liability which it may have to such person other than under this Article. With respect to any such action as to which such person notifies the Council of the commencement or threat thereof, the Council may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Council, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Council to the reasonable satisfaction of such person. After notice from the Council to such person of its election to assume the defense thereof, the Council shall not be liable to such person under this Article for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than otherwise provided herein. Such person shall have the right to employ his own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Council of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Council; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Council and such person in the conduct of the defense of such proceeding; or (iii) the Council shall not in fact have employed counsel to assume the defense of such action. The Council shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Council or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under this Article or advancement of expenses are not paid or made by the Council, or on its behalf, within 90 days after a written claim for indemnification or a request for an advancement of expenses has been received by the Council, such person may, at any time thereafter, bring suit against the Council to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of providing that indemnification is not appropriate shall be on the Council. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Council.

ARTICLE 18: BOOKS AND RECORDS

Section 18.1 The Council shall keep an original or duplicate record of the proceedings of the members and of the Board of Directors and the original or a copy of these by-laws, including all amendments hereto to date, certified by the Clerk of the Council. The Council shall also keep appropriate, complete and accurate books or records of account. These records shall be kept in the Commonwealth by the Council at its principal office or an office of its secretary or of its registered agent.

ARTICLE 19: FISCAL YEAR

Section 19.1 The fiscal year of the Council shall be as determined by the Board of Directors.

ARTICLE 20: MANNER OF GIVING NOTICE: WAIVERS OF NOTICE

Section 20.1 Whenever written notice is required to be given to any person under the provisions of these by-laws, it may be given to the person either personally or by sending a copy thereof by first class mail, postage prepaid, to his address appearing on the books of the Council, or, in the case of written notice to members or directors, supplied by each member or director to the Council for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail for delivery to that person.

Section 20.2 A notice or waiver of notice need not specify the purpose of any special meeting of directors. Notice of a meeting need not be given to any director, if a written waive of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

Section 20.3 Whenever notice of a meeting is required to be given to a member by law, the Articles of Organization or these by-laws, a written waiver thereof, executed before or after the meeting by such member and filed with the records of the meeting, shall be deemed equivalent to such notice.

ARTICLE 21: AMENDMENTS

Section 21.1 These by-laws may be amended or repealed, and new by-laws adopted, by a majority vote of the Members present at any regular or special meeting duly convened at which a quorum is present.