

**AMENDED BYLAWS
OF
THE AMERICAN ENDURANCE RIDE CONFERENCE, INC.**

ARTICLE I NAME

The Name of the corporation shall be THE AMERICAN ENDURANCE RIDE CONFERENCE, INC. (“the Conference”).

ARTICLE II PURPOSES

2.01. The Conference is established to promote and encourage:

- (a) equine distance events. For the purposes of these Bylaws, the term Endurance shall include all distances, unless a further mileage designation is defined.
- (b) the care of endurance equines and prevention of cruelty to animals.
- (c) equine owner and rider education through convention seminars, published articles, and other means as approved by the Board.

2.02. The Conference shall act as an education center and clearinghouse for information concerning equine distance events and shall encourage and sponsor the collection and publication of scientific data from detailed methodical examination and tests of equines for beneficial use by the veterinary and medical professions.

2.03. The Conference shall maintain permanent records of its members and equines, and awards shall be presented for outstanding performance.

2.04. The Conference shall establish and publish Rules and Regulations (“Rules”) applicable to all Rides (as defined below in Section 4.01). The purpose of these Rules is to assist Members, Ride Managers and Control Judges in holding quality Rides, held under uniform criteria and comparable conditions.

2.05. The Conference shall encourage the riding of historic trails and shall encourage the establishment, preservation and maintenance of all trails on both public and private lands so that they may be accessible to equine riding.

ARTICLE III PRINCIPAL OFFICE

3.01. The principal office (“National Office”) of the Conference is located in Auburn, California. The Board of Directors (“Board”) is hereby granted full power and authority to change the principal office of the Conference from one location to another in California. Any such change shall be noted by the Secretary in these Bylaws but shall not be considered an amendment of these Bylaws.

3.02. Branch or subordinate offices may be established at any time and at any place by the Board.

ARTICLE IV DEFINITIONS

4.01. A “Ride” is defined as (a) an equine distance event in which the equine shall be under the control of control judges experienced with equine distance events and with the same equine and rider covering a specified course within a maximum time limit, and (b) such other equine events occurring under rules accepted by the Conference. The Ride must adhere to and uphold the Rules in effect at the time of the Ride.

4.02. The twelve-month period corresponding to the Reporting Period established in Section 12.02 shall be referred to as the “Ride Season.”

4.03. The geographic subdivisions of the United States of America and adjacent areas of Canada as defined by the Board shall be known as “Regions.” No Region may consist solely of one state or a portion thereof. The boundaries between Regions may be adjusted by the Board, but the addition or elimination of Regions and subsequent change in number of Regional Directors shall require the approval of the Membership.

4.04. An agreement to provide services to a Ride shall be at the discretion of the Board and shall be called “Sanction.” The Board may delegate this authority to Sanction Rides to individual Directors (“Sanctioning Director”) or other agents. The Conference shall provide services, including but not limited to the maintaining of records described in Section 2.03 and developing Rules for the Rides as set forth in Section 2.04, to Sanctioned Rides. Once Sanction has been granted, the Board, Sanctioning Director or the Board’s agent has the authority to rescind that Sanction for cause, which may include but is not limited to violation of the Rules or endangerment of equines or humans. Sanctioning may be rescinded before, during, or after the Ride as circumstances warrant.

4.05. The Conference shall have an Official Publication (“Publication”), that will publish all official notices, Ride results and official reports and notices of the Conference. This Publication may be communicated electronically and be in a digital format.

4.06. “Policy” shall mean any rule, policy or procedure adopted by the Board.

ARTICLE V MEMBERSHIP

5.01. Any natural person supportive of the purposes and objectives of the Conference may be eligible to become a member (“Member”), and upon the Conference’s approval of an application consistent with all Policies and payment of the required Dues shall be accepted as a Member. Each class of Members shall have such rights, preferences and privileges as set forth in these Bylaws and as established by the Board in any Policy (collectively, “Membership”). Only active Regular Members shall have the right to vote as set forth in Section 6.06 of these Bylaws and only active Regular Members shall be considered “Members” as that term is defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law.

5.02. The Conference shall have three classes of Members: Regular Members, Affiliate Members, and Special Members.

- (a) *Regular Member.* A Member who is a citizen or lawful permanent resident of the United States of America or Canada, and who holds no other Membership in the Conference. Regular Members may seek to have their Membership be converted to a Lifetime Regular Member. A Lifetime Regular Member shall not be required to pay any additional Membership dues after the payment of the Lifetime Membership dues.
- (b) *Affiliate Member.* A Member who does not fulfill the citizenship or permanent resident requirement of Section 5.02(a), and who holds no other Membership in the Conference
- (c) *Special Memberships.* The Board may establish special Memberships which shall include but not be limited to the following:
 - (1) *Honorary Membership.* There may be Honorary Members, elected into Membership by the Board. The Board shall determine the term and privileges of these members.
 - (2) *Veterinarian Membership.* There may be Veterinary Memberships available to veterinarians who participate in Control Judge activities at Rides but who do not wish to become Regular or Affiliate Members. The Board shall determine the dues, term, and privileges, other than voting rights, of these Members.
 - (3) *Single Event Membership.* Individuals may become Single Event Members for participation in Rides Sanctioned by the Conference by paying dues as set by the Board. Single Event Members shall only have the applicable Membership privileges for the duration of the Ride.
 - (4) *International Membership.* Those Members interested in supporting International Endurance Riding may add an International Membership to a Regular Membership by applying for International Membership and paying an additional fee annually with their Conference dues. This International Membership shall entitle the Member to vote for representatives to the International Committee and to receive information from the International Committee specific to International Endurance Riding.
 - (5) *Youth Membership.* An individual under the age of eighteen who has complied with the application requirements of Section 5.01 and has been accepted as a member as set forth in Section 5.01 shall be considered Youth Member if they have not yet attained the age of eighteen years prior to the beginning of each Ride Season. A Youth Membership shall automatically convert to a Regular Membership for the Ride Season immediately following the date the Youth Member turns eighteen and, provided, the Youth Member is in compliance with all other requirement of these Bylaws and all applicable Policies.

5.03. All Memberships shall be subject to the following status classification:

- (a) *Active Member.* An Active Member is a Member whose Dues are paid in full for the current Ride Season. Active Members shall be entitled to all rights and privileges of their Membership classification and category unless restricted in some other way by these Bylaws or any applicable Policy.
- (b) *Inactive Member.* An Inactive Member is defined as a Member who has not been suspended or expelled from the Conference, or who has not resigned from the Conference and whose Dues are not paid, according to current Policy, for the current Ride Season. Inactive Members shall lose any entitlement to vote, may not hold any position of authority such as Director, Officer, or committee member and will not

receive credit for miles or points for either equine or rider and shall not receive the Publication.

5.04. The annual dues payable to the Conference by Members shall be determined by the Board (“Dues”). Dues are payable for the first year on admission to Membership and annually thereafter on or before December 1 of each Ride Season. If a Member does not pay the annual Dues by the first day of the Ride Season or an alternate date fixed by the Board, they will automatically become an Inactive Member until their Dues are paid for that Ride Season. They will remain an Inactive Member until such time that they remit the Dues for the then current Ride Season, at which time they will be reclassified as an Active Member.

5.05. Memberships shall be non-assessable.

5.06. There shall be no limit on the number of Members the Conference may admit.

5.07. Neither the Membership in the Conference nor any rights, preferences or privileges in the Membership may be transferred or assigned by the Member for value or otherwise.

5.08. The Conference shall keep a Membership list containing the name, address, classification and category of each Member. Such list shall be kept at the National Office of the Conference and shall be subject to the rights of inspection required by law. Such list may be in digital format and stored electronically.

5.09. A Member of the Conference shall not, solely because of such Membership, be personally liable for the debts, obligations, or liabilities of the Conference.

5.10. Termination of Membership is as follows:

(a) *Causes.* The Membership and all rights of Membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a Member;
- (2) Where a Membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a Member;
- (4) The termination of all Memberships or any class of Members upon the amendment of these Bylaws permitting the termination, pursuant to Section 5342 of the California Nonprofit Public Benefit Corporation Law; or
- (5) Violation of any Policy including, without limitation, the Conference Code of Conduct and a determination by the Board in accordance with the procedures set forth in Section 5.10(b) that such violation warrants termination.

(b) *Suspension or Termination.* By a vote of two-thirds of the directors present and voting, a quorum being present, any Member of the Conference may be suspended or terminated as provided in these Bylaws including violation of any Policy as determined by the Board, provided that at least fifteen days written notice shall be first given to the accused Member and to each Director stating the time and place of the meeting and stating the case for which it is intended the Member be suspended or terminated, and affording the Member the opportunity to be heard whether orally

- (either in person or by telephone or other electronic communication) or in writing not less than five days before the effective date of suspension or termination, and to be present (either in person or by telephone or other electronic communication) and to be represented, if they so choose, by any person at said meeting. The hearing of the matter shall be conducted as a formal proceeding, with both sides having full opportunity to question witnesses and present their views. Any continuance requested by either side may be granted at the discretion of the Board.
- (c) *Resignation.* A Member's resignation will be effective upon written notice to the President or the National Office.
- (d) *Effect of Termination.* All rights of a Member in the Conference and in its property shall cease on the termination of such Member's Membership. Termination shall not relieve the Member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Conference shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE VI MEETINGS OF MEMBERS

6.01. Meetings of Members shall be held at such location as may be determined by the Board in conjunction with the National Office.

6.02. There shall be at least one regular annual meeting of Members of the Conference at a time and place as determined by the Board of Directors which time and place may include participation by electronic communication or electronic video screen communication. Voting for Directors shall be conducted by written ballot, as provided for in Section 6.12 of these Bylaws, even if such election occurs at the annual regular meeting of the Board.

6.03. Special meetings of Members shall be called by the Board and held at such place as is fixed in Section 6.01 of these Bylaws. Twenty percent (20%) or more of the Voting Members of the Conference, as defined in Section 6.06 of these Bylaws, may call special meetings for any lawful purpose.

6.04. Written notice of Special Members' meetings shall be given at least twenty (20) days but not more than 90 days before the date of the meeting to all Active Members entitled to vote at the meeting. Members entitled to notice of the meeting, and Members entitled to vote at the meeting, shall be determined on the record date, defined in Section 6.10. Notices to Members shall be sent consistent with Section 17.02 to the address appearing in the Conference Membership list, or at such other address requested by the member, in writing, for purpose of notice. Where no such address appears, notice shall be given at the National Office of the Conference. The Secretary of the Conference, or any transfer agent specially designated by the Secretary, shall execute an affidavit confirming notice was given as required. If Members request a specially called meeting of the Members, the meeting will be held not less than 35 days nor more than 90 days after receipt of the request by the President, Vice-President or Secretary of the Conference. Notice of such meeting shall be sent to the Members no later than 20 days after receipt of the request.

No Meeting of Members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice of voting, a notice of

the adjourned meeting shall be given to each Member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

6.05. The notice shall include, but not be limited to, a description of the place, date, time, and of those matters which the Board, at the time notice is given, intends to present for action by the Members and shall be published in the official Publication at least 30 days prior to the meeting.

6.06. A "Voting Member" shall be each Active Regular Member, unless otherwise restricted by provisions of these Bylaws or any applicable Policy. A Voting Member is entitled to one vote on each matter submitted to a vote of the Members. Affiliate Members and all Special Members and any Inactive Members shall not be entitled to vote on Conference matters except for International Members who shall be entitled to vote for representatives to the International Committee and Veterinary Members who shall be entitled to vote for representatives to the Veterinary Committee.

6.07. A quorum at any meeting of Members and a vote of Members by ballot shall consist of 20% of the Voting Members of the Conference.

6.08. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of Members required to constitute a quorum.

6.09. In the absence of a quorum, any meeting of Members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted.

6.10. The record date for the purpose of determining the Voting Members entitled to notice of any meeting of Members is thirty (30) days before the date of the meeting of Members. The record date for the purpose of determining the Voting Members at any meeting of members is thirty (30) days before the date of the meeting of Members.

6.11. Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

6.12. Action Without Meeting is as follows:

- (a) *Ballot Requirements.* Any action which may be taken at any meeting of Members may be taken without a meeting. If an action is taken without a meeting, the Conference shall distribute a written ballot to every Voting Member entitled to vote on the matter. The ballot shall set forth the proposed action, the number of responses needed to meet the quorum requirements, provide an opportunity to specify approval or disapproval of any proposal, and with respect to ballots other than for the election of Directors, the percentage of approvals necessary to pass the measure submitted. The solicitation must specify a reasonable time within which the ballot must be received by the Conference in order to be counted and the manner in which the ballot must be delivered as determined by the Board. In-person, US Mail, express mail services and

electronic communications are all permitted means for submitting ballots. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

- (b) *Limitations on Election of Directors.* Directors shall be elected only by written ballot. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidate and which is marked by a Member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director but shall be counted to establish a quorum. Election of Directors shall be by plurality; ties shall be decided by a majority of the Board.
- (c) *Solicitation of Ballots.* Ballots shall be solicited in a manner consistent with the requirements of giving notice of Members’ meetings set forth in Sections 6.04 and 17.02 of these Bylaws. The Board may establish any Policy regarding the solicitation of ballots so long as such Policy is not inconsistent with any provision of these Bylaws or any applicable law.
- (d) *Revocation of Ballot.* A written ballot may not be revoked once it is submitted to the Conference.

6.13. Conduct of Meetings is as follows:

- (a) *Chairperson.* The President of the Conference or, in his/her absence, the Vice-President or any other person chosen by a majority of the Members present, shall be chairperson of and shall preside over the meetings of the Members.
- (b) *Secretary of Meetings.* The Secretary of the Conference shall act as the secretary of all meetings of Members; provided that the Chairperson of the meetings of Members may appoint another person to act as secretary of the meeting.

6.14. Inspectors of Election are as follows:

- (a) *Appointment.* The Election Committee shall supervise any action by written ballot at Member’s meetings. If an Election Committee has not been appointed at the time of any meeting, or if any persons so appointed fail to appear or refuse to act, the chairperson of the meeting may, and on request of any Member entitled to vote at that meeting must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any persons so appointed refuse to act, the President of the Conference must appoint inspectors of election for that written ballot upon request of any Active Member. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more Voting Members, the majority of Voting Members present shall determine whether one (1) or three (3) inspectors are to be appointed.
- (b) *Duties.* The inspectors of election shall perform or shall see that the following duties are carried out:
 - (1) Determine the number of voting Memberships outstanding and the existence of a quorum;
 - (2) Receive votes;

- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (4) Count and tabulate all votes;
- (5) Determine the result; and
- (6) Do any other acts that may be proper to conduct the election or vote with fairness to all Members. All ballots shall be given to the National Office, who shall keep them on file for at least two years, open to inspection by any Member of the Conference.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. No one shall be a member of the Election Committee or appointed an inspector of election if they or an immediate family member are the subject of the election or vote being taken.

- (c) *Vote of Inspectors.* If there are three (3) inspectors of election, the decision, act, or certification of a majority is effective in all respects as the decision, act or certificate of all.
- (d) *Report and Certificate.* On request of the chairperson or any Voting Member, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE VII DIRECTORS

7.01. The Directors shall act only as a Board and an individual Director shall have no power as such. All corporate powers of the Conference shall be exercised by, or under authority of, and the business and affairs of the Conference shall be controlled by the Board, subject, however, to such limitations as are imposed by the law, the Articles of Incorporation, or these Bylaws. The Board may, by contract or otherwise, give general or limited or special power and authority to the Officers and employees of the Conference to transact the general business, or any special business, of the Conference, and may give powers of attorney to agents of the Conference to transact any special business requiring such authorization provided that the business and affairs of the Conference shall be managed and all Conference powers shall be exercised under the ultimate direction of the Board.

7.02. The authorized number of Directors of this Conference shall be 26 until changed by a duly adopted amendment to this Bylaw. These Directors will be proportioned as follows:

- (a) Regional Directors shall be elected by the Voting Members in their respective Regions, with two Directors from each of the nine Regions.
- (b) Directors-at-Large shall be elected by all the Voting Members in the Conference and shall number eight Directors.

7.03. The Directors shall be Active Regular Members of the Conference. Regional Directors shall have their legal residence within the Region electing them and Directors-at-Large shall have their legal residence within one of the Regions.

7.04. A qualified person may be nominated to be a Director by themselves or by any Voting Member. Nominations must be accompanied by a fee set by the Board and received in the National Office by September 30th of each year, after which date nominations are closed.

7.05. All Directors shall be elected, as provided below, from those nominated according to Section 7.04 and shall be installed at the following Annual Meeting for a term of two years. The written ballots along with nominees' statements shall be sent to Members in any manner permitted by these Bylaws by the first week of November and ballots must be received back by November 30th to be counted.

(a) Regional Directors shall be elected in odd-numbered years.

(b) Directors-at-Large shall be elected in even-numbered years.

7.06. The Directors shall serve without compensation, except that they may be reimbursed for their reasonable expenses consistent with such Policies adopted by resolution of the Board. This section shall not be construed to preclude any Director from serving the Conference in any other capacity, as an Officer, agent, employee, or otherwise, and receiving compensation for those services. For the avoidance of doubt, this Section does not exempt any Director from fully and faithfully disclosing to the Board any perceived or actual conflict of interest.

7.07. The Board shall hold an Annual Meeting at the Annual Convention location, or such other location set by resolution of the Board. Other Board meetings shall be held upon proper notice at a location set by the President.

7.08. Special meetings of the Board may be called by the President or any five Directors. Special meetings shall be held on 10 days' notice by first-class mail, postage prepaid, or 5 days' notice delivered personally or by telephone or other electronic communication as provided in Section 17.02. Notice of the special meeting need not be given to or will be deemed waived by, any Director who signs a waiver of notice or a written consent to holding the meeting; who attends the meeting without protesting the lack of notice, prior to or at its commencement; or approves the minutes after the meeting. All such waivers, consents, and approvals shall be filed with the Conference records or made a part of the minutes of the meetings. The notice must state the date and time of the meeting, though the purpose of the meeting need not be stated.

7.09. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

7.10. Except as otherwise proved in the Articles of Incorporation, in these Bylaws or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles of Incorporation or these Bylaws.

7.11. Each Director shall act in good faith to serve the best interests of the Conference consistent with all applicable federal and state laws and all Policies including, without limitation, the Conflict of Interest Policy as established by the Board.

7.12. Conduct of Board Meetings is as follows:

- (a) *Chairperson.* The President of the Board, or in his/her absence, any other person chosen by a majority of the Directors present, shall be the chairperson and preside over the Meeting of the Board.
- (b) *Member Participation.* All Board meetings shall be open to the Members either through in person attendance or participation through telephonic or other electronic communication means except for those portions of any Board meeting held in closed executive session as determined by the Board to protect the interests of the corporation. No Member may address the Board unless recognized by the Chairperson.

7.13. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

7.14. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

7.15. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (a) The Director has been declared of unsound mind by a final order of court; or
- (b) The Director has been convicted of a felony; or
- (c) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust; or
- (d) The Director has failed to attend two meetings of the Board per year, unless the Board by majority vote excuses those specific absences;
- (e) The Director fails to meet the qualifications required in 7.03 for a period of ninety days; or
- (f) The Director has violated any Policy that specifically addresses Board member conduct and the violation is determined by the Board to be material or significant.

7.16. Any or all of the Directors may be removed without cause if such removal shall be approved by the Members. In the case of Regional Directors, only the Members of the Region represented may remove a Director without cause. To initiate this recall process, twenty percent (20%) of the then Active Members from the Region, in the case of Regional Directors, or from the Conference, in the case of Directors-at-Large, must petition the Conference to recall a Director or Directors. The Election Committee shall verify signatures and certify any such petition and, within thirty

days of receipt of such a petition at the National Office, conduct a vote according to Section 6.12. Any vacancy created by recall of a director shall be filled as provided for in Section 7.18.

7.17. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of the Conference, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

7.18. Vacancies on the Board shall exist on the death, resignation, removal or disqualification of any Director; whenever the number of Directors authorized is increased; and on the failure of the Members in any election to elect the full number of Directors. Vacancies shall be filled by:

- (a) Installing the nominated candidate who had the highest number of votes immediately following the elected candidates for the preceding respective election.
- (b) Should there not be sufficient candidates to fill the vacancy in the manner of Section 7.18(a), the following procedure shall be used:
 - (1) Should a Regional Directorship become vacant, the remaining Director for that Region shall nominate a replacement who, upon approval of the Board, shall be installed for the remainder of the term of the replaced Director.
 - (2) Should both Regional Directorships in one Region become vacant or should an at-Large Directorship become vacant, the President shall nominate a replacement who, upon approval of the Board, shall be installed for the remainder of the term of the replaced Director(s).

ARTICLE VIII OFFICERS

8.01. The Officers of the Conference shall be a President, a Vice-President, a Secretary, and a Treasurer. The Conference may also have, at the discretion of the Board, such other Officers with such titles and duties as shall be determined by the Board.

8.02. The Officers of the Conference shall be chosen by and shall serve at the pleasure of the Board. These Officers shall be elected at the Annual Meeting, after the newly elected Directors take office, by a simple majority of votes cast. If there is more than one candidate for any office, a secret ballot shall be used for voting for that office. The President and Vice-President shall be elected from the Board members; The Secretary and the Treasurer may be elected from the Voting Membership list.

8.03. Any Officer chosen by the Board may be removed at any time, with or without cause or notice, by the Board. Officers may be employed for a specified term under a contract of employment if authorized by the Board; such Officers may be removed from office at any time under this section, and shall have no claim against the Conference or individual Officers or Board members because of the removal except any right to monetary compensation to which the Officer may be entitled under the contract of employment.

Any Officer may resign at any time by written notice to the Conference. Resignations shall take effect on the date of receipt of the notice, unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it

effective. Any resignation is without prejudice to the rights, if any, of the Conference to monetary damages under any contract of employment to which the Officer is a party.

8.04. A vacancy in any office resulting from an Officer's death, resignation, removal, disqualification, or from any other cause may be filled by a simple majority of the Board for the remainder of the Officer's term.

8.05. The President shall be the principal elective Officer of the Conference and shall, subject to the control of the Board of Directors, have supervision and direction of the business and affairs of the Conference. Such Officer shall preside at all meetings of the Board. Such Officer shall perform all duties incident to the office of the President and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be prescribed from time to time by the Board. The President is not charged with execution or administrative responsibilities in the management and continuing conduct of the Conference's affairs. The President is the official spokesperson for the Conference and is directly responsible to carry out the policies and directions of the Board. The President may make no policy changes or exceptions without prior Board approval. The President shall be an ex-officio member of all committees with the right to vote.

8.06. The Vice-President shall perform the duties of the President if the President is absent from meetings and shall have such other duties as the President or Board may assign. The Vice-President shall serve as Chair of the Hall of Fame Committee.

8.07. The Treasurer shall oversee the receipt and custody of all funds and securities of the Conference; shall assure that adequate and correct accounts of the Conference's properties and business transactions are kept; and shall perform such other duties as may be required by the Board or by the President. The Treasurer should have a solid financial background.

8.08. The Secretary shall keep a full and complete record of the proceedings of the annual Board of Directors meeting and any other meeting of the full Board and of the Executive Committee, including the names of all Directors present.

8.09. The Conference shall to the maximum extent permitted by the California Corporation Law have power to indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Conference, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this Article, an "agent" of the Conference includes any person who is or was a Director, Officer, committee member, employee, or other agent of the Conference, or is or was serving at the request of the Conference as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, committee member, employee, or agent of a corporation which was a predecessor corporation of the Conference or of another enterprise serving at the request of such predecessor corporation.

ARTICLE IX EXECUTIVE DIRECTOR

9.01. The Conference shall maintain an administrative office, managed by an Executive Director who is responsible for the day-to-day administration and management of the Conference. A complete job description shall reside in the Policies and Procedures documents of the Conference. The Executive Director is directly responsible to the Board, reporting to the President.

ARTICLE X SIGNATORY OFFICERS

10.01. The Board may, in its discretion, determine the method and designate the signatory Officer or Officers, or other person or persons, to execute any Conference instrument or documents, or to sign the Conference name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the Conference.

ARTICLE XI COMMITTEES

11.01. Unless otherwise stated below, the President shall nominate, and the Board shall approve all committee chairpersons and the committee's policies shall determine the method of choosing the members of each committee. Committee members shall be appointed in accordance with these Bylaws and the charter for that committee. The Board shall appoint annually the chairperson for the following "Permanent Committees":

- (a) *Executive Committee.* The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, and one Member elected by and from the Board. If the Treasurer and/or Secretary are not Directors, their appointment to the Executive Committee will be substituted by one or two other Directors chosen by the Board. The Executive Committee shall, between meetings of the Board, exercise the duties and functions of the Board within the limits set down by the Board, though in any case the Executive Committee shall not reverse any prior decision of the Board. For the purpose of making decisions, three Members shall be in agreement, but no agreement shall be made without notice having been given to all five Members. The Executive Committee can take action in between meetings of the Board but those actions must be ratified by the Board at the next Board meeting. All actions of the Executive Committee shall be promptly publicized to all Directors.
- (b) *Election Committee.* The Election Committee shall consist of member(s) appointed by the President with the approval of the Board of Directors. The National Office may employ an independent ballot counting service for any elections. No one may serve on the Election Committee if he or she or a member of his or her immediate family is running for elected office. All ballots shall be kept on file either in hard copy or electronic form for at least two years, open to inspection by any member of the Conference.
- (c) *Veterinary Committee.* The Veterinary Committee shall consist of a qualified Veterinarian appointed as chairperson by the Board of Directors, and other members by election of the veterinary members. The Veterinary Committee shall provide advice to the Board of Directors, Ride Management and the general Membership.
- (d) *Hall of Fame Committee.* The Hall of Fame Committee shall consist of the Vice-President who shall serve as chairperson, and other members appointed by the President with the approval of the Board of Directors. The Hall of Fame Committee

- shall select equines and persons, and any other special awards as deemed by the Board, if any, to be inducted into the Hall of Fame at the annual meeting.
- (e) *Protest and Grievance Committee.* The Protest and Grievance Committee is authorized to review, rule on, and report to the Board the results of protests and any penalties imposed by the Committee consistent with the applicable Policies. All protest decisions of the Committee may be appealed to the Board and are subject to the appellate procedures as adopted by the Board.
 - (f) Other committees may be created, staffed, and charged as deemed necessary by the Board of Directors.

ARTICLE XII CONFERENCE RECORDS AND REPORTS

12.01. The Conference shall keep adequate and correct records of account and minutes of the proceedings of its Members, Board, and final reports of committees. The minutes shall be kept in written form. Other books and records shall be kept in either written or electronic form consistent with the terms of these Bylaws and the California Nonprofit Public Benefit Corporation Law.

12.02. The financial affairs and the permanent records of the Conference shall be reported with a year commencing on the first day of December and ending on the last day of November of the following calendar year ("Reporting Period").

12.03. The Board shall cause an annual report to be published in the Publication, or through any other means deemed appropriate by the Board, for the Members not later than one hundred twenty (120) days after the close of the Conference's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Conference that such statements were prepared without audit from the books and records of the Conference. The annual report shall be furnished individually to all Directors.

12.04. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 12.03 of these Bylaws.

ARTICLE XIII AMENDMENTS

13.01. Amendments to these Bylaws shall be placed before the voting Membership of the Conference for a vote upon approval by two-thirds of the Board or upon petition for such amendment by at least 20% of the Voting Membership as of the date the petition is received by the National Office. A petition for amendment must be submitted to the National Office and the signatures verified and the petition certified by the Election Committee. Ballots shall be sent according to Section 6.12 with the return date being at least 30 but not more than 60 days from the date ballots are sent. The amendment shall take effect only if approved by two-thirds of those Members who return valid ballots, a sufficient number of returned ballots having been received to meet the quorum requirement of 20% of the Voting Members. The Election Committee shall

validate and count the ballots and certify whether the amendment passed or failed. All petitions and ballots shall be kept on file in the National Office for at least two years and be open for inspection by any voting Member.

ARTICLE XIV SUPERSESSION

14.01. These Bylaws supersede any and all Bylaws in effect heretofore and annul and supersede any and all resolutions inconsistent herewith.

ARTICLE XV LITIGATION

15.01. Any suit brought against the Conference by a Member, past Member or person utilizing the privileges or services of the Conference shall be brought only in the United States District Court, Eastern District of California, sitting in Sacramento or The Superior Court of the State of California, Placer County and no suit shall be brought against the Conference by any Member, past Member or person utilizing the privileges and services of the Conference in any manner in any other court or jurisdiction.

ARTICLE XVI PARLIAMENTARY AUTHORITY

16.01. Robert's Rules of Order, Newly Revised, or another parliamentary procedure, as determined by the Board from time to time may govern the meetings of Members and the Board insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Conference, or the law. The terms of these Bylaws shall take precedence in all circumstances over any such procedures or rules.

ARTICLE XVII ELECTRONIC USE AND NOTICE

17.01. Per the California Corporations Code Section 20, "Electronic transmission by the corporation or Conference" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posted on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the Code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission by a corporation to an individual Member under the Code is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec. 7001(c)(1)).

Per the California Corporations Code Section 21, "Electronic transmission to the corporation or Conference" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail

address, respectively, which the corporation has provided from time to time to Members and directors for sending communications to the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication, (b) as to which the corporation has placed in effect reasonable measures to verify that the sender is the Member (in person or by proxy) or director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

17.02. Notice. Any notices or communications required or permitted to be given under the Bylaws either by or to the corporation must be (a) given in writing and (b) personally delivered, mailed, or transmitted by facsimile or electronic mail transmission (including PDF), to the party to whom such notice or communication is directed, to the mailing address or regularly-monitored electronic mail address of such party as on record with the National Office.

ARTICLE XVIII INDEMNIFICATION; PERSONAL LIABILITY AND INSURANCE

18.01. Indemnification of Corporate Agents.

(a) *Right of Indemnity.* To the fullest extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and as provided in these Bylaws, the Conference:

- (1) shall indemnify any person who is or was a director, officer, or employee of the Conference, or of a corporate predecessor of the Conference;
- (2) may indemnify any person who is or was serving as an other agent of the Conference or of a corporate predecessor of the Conference; and
- (3) may indemnify any person who is or was serving, at the request of the Conference or of a corporate predecessor, as a director, officer, employee or agent of another entity (such persons described immediately above in subparagraphs (1), (2), and (3) shall be referred to as “agents of the Conference”), against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, by reason of the fact that the person is or was an agent of the Conference. As used in this Article, “expenses,” shall have the same meaning as in Section 5238(a) and shall include reasonable attorney’s fees; and “proceeding” shall have the same meaning as in Section 5238(a) (including an action by or in the right of the Conference, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, and an action brought by the Attorney General or its relator for breach of duty relating to assets held in charitable trust).

(b) *Approval of Indemnity.* To the extent that an agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, on written request to the Board by any person seeking indemnification under the Section 5238(b) or Section 5238(c), the Board shall promptly decide under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification to the extent permitted thereby.

(c) *Advancing Expenses.* The Board may authorize the advance of expenses incurred by or on behalf of an agent of the Conference in defending any proceeding, prior to final disposition of that proceeding, if the Board receives a written undertaking by or on behalf of that agent that the advance will be repaid unless it is ultimately found that the agent is entitled to be indemnified for those expenses.

18.02. Insurance. The Conference shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of the Conference's directors, officers, employees and other agents (each, an "agent"), to cover any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such. Such insurance may provide for coverage against liabilities beyond the Conference power to indemnify the agent under the law; however, the Conference shall have no power to purchase and maintain such insurance to indemnify any agent for a violation of Section 5233.

18.03. Personal Liability of Directors and Officers. The personal liability of officers and directors of the Conference for negligent acts or omissions, debts, liabilities, and other obligations of the Conference, shall be eliminated to the fullest extent permitted by law.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the American Endurance Ride Conference, Inc., a California nonprofit public benefit corporation, and that the above Bylaws consisting of seventeen (17) pages, were duly adopted by the Board of Directors of said Corporation on the twenty-second day of June, 2021, and that they now constitute said Bylaws.

Connie Burns Caudill, Secretary