

## ARTICLES OF INCORPORATION

### Article One.

The name of the corporation is the “North Texas Eventing Association, Ltd.”, (the “Association”).

### Article Two.

The corporation is a non-profit corporation.

### Article Three.

The corporation’s duration is perpetual.

### Article Four.

The purpose for which the Association is organized is to engage in educational activities to foster amateur equestrian sports, with particular emphasis on combined training (eventing). The Association shall not carry on propaganda or otherwise attempt to influence legislation and shall not participate or intervene in any political campaign on behalf of any candidate for public office.

To further the above purpose, the Association shall, without limitation, and with particular emphasis on combined training,

1. Promote equestrian sports at all levels of competition and instruction;
2. Publish educational material designed to advance the knowledge of equestrian sports; and
3. Engage in activities intended to enhance public understanding, education and participation in the equestrian sports.

### Article Five.

The street address of the initial registered office of the corporation is 2800 One Main Place, Dallas, TX 75250 and the name of its initial registered agent at such address is Douglas M. Robison, c/o Geary, Stahl & Spencer, a professional corporation.

### Article Six.

The number of directors constituting the initial Board of Directors is seven and the names and addresses of the persons who are to serve as initial Directors are:

1. Jan Michie, 2300 Prairie Creek East, Richardson, TX 75080
2. Pat Collier, Rt. 1, Box 80-C, Plano, TX 75074
3. Richard Hester, Rt. 2, Box 80, Whitewright, TX 75248
4. Barbara Risser, 1604 Lakeside Ln., Plano, TX 75023
5. Trish Tanner, 5611 W. Stanford Ave., Dallas, TX 75209
6. Sherry Price, Rt. 1, Box 135, Argyle, TX 76226
7. Michele Goldman, Rt. 1, Box 304B, Allen, TX 75002

### Article Seven.

The name and street address of each incorporator is:

1. Douglas M. Robison, 2800 One Main Place, Dallas, TX 75250
2. Bonnie Jean Robison, 6619 Mims, Dallas, TX 75252
3. Jan Michie, 2300 Prairie Creek East, Richardson, TX 75080

### Article Eight.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Four hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Bylaws of the NORTH TEXAS EVENTING ASSOCIATION, LTD.**

### **Article One. NAME**

The name of the association is the "North Texas Eventing Association, Ltd.", (the "Association").

### **Article Two. CORPORATE YEAR**

The corporate year for all purposes shall begin January 1 and end December 31.

### **Article Three. MEMBERSHIP**

Section One. Membership in the Association shall be open to all persons interested in equestrian sports, with particular emphasis on combined training (eventing).

Section Two. Membership shall be effective upon receipt of payment of dues.

Section Three. There shall be six classes of membership:

1. Individual - One person, one vote.
2. Family - Two or more members of a family (father, mother, children classified as Youth), one vote.
3. Youth - One person age 21 years or younger upon commencement of the membership year, one vote.
4. Business - Privileges of Business Membership extend to those individuals who are either legally owners of or partners in the business, or immediate family members of such who would otherwise meet the criteria for Junior membership. This membership shall entitle the business to one vote and a free Business Card advertisement in every issue of the Association's newsletter.
5. Life - One person, bestowed by unanimous vote of the Board to those individuals who have given extraordinary contributions to the Association, one vote. This membership shall be exempt from payment of dues per Section Two. This membership does not expire per Section Seven.
6. Honorary - One person or entity, bestowed by unanimous vote of the Board to any person, corporation, firm or association who (a) gives ongoing support to the Association, (b) assists the Association's educational purpose, (c) assists the Association's with public relations or (d) portrays distinction in equestrian sports in the local community. This membership shall have no vote but will receive the Association's newsletter. This membership shall be exempt from payment of dues per Section Two. This membership shall expire per Section Seven and must be renewed annually by unanimous vote of the Board.

Section Four. Members owing money to the Association, including dues, are not in good standing.

Section Five. Checks returned for insufficient funds as well as any charges assessed by the bank account of the Association due to the NSF check will be considered a past due amount. Members shall not be charged any fee for NSF checks in excess of the charges assessed by the association's bank. Applicants who submit payments towards membership with insufficient funds will be denied membership until such dues are paid with certified funds, such as, money order, cashier checks or bank draft.

Section Six. Dues shall be determined annually by the Board of Directors (the "Board") prior to commencement of the year. Dues are nonrefundable, and no allowance shall be made for memberships commenced during the course of the year.

Section Seven. All membership privileges shall cease after December 31 of the year.

Section Eight. Any member of the Association may have their membership revoked for cause by a two-thirds vote of the Board. Such action shall not be taken less than 30 days following written notice to all members of the Board and the member of the Association involved. Such notice shall specifically state the proposed action and the reason therefore. Any member of the Association affected hereby shall have the opportunity to address the Board prior to the vote.

Section Nine. No member shall have the right to assign their membership.

#### **Article Four. OFFICERS**

The officers of the Association shall consist of a President, an Executive Vice President, a Secretary, a Treasurer, a Vice President - Activities, a Vice President - Membership, and a Vice President - Public Relations. More than one office may be held at one time by the same person, except for the office of President. The officers shall be elected at the Annual Meeting, as defined in Article Twelve.

#### **Article Five. DUTIES OF OFFICERS**

Section One. The PRESIDENT is the principal executive officer of the Association, and shall:

1. Preside at all meetings of the members and the Board.
2. Have the authority to sign all written contracts and obligations of the Association, provided that all contracts and obligations over \$100 have prior approval of the Board.
3. Appoint chairmen and members of such ad-hoc committees as deemed necessary. Such appointments shall expire at the end of the year.
4. Appoint a nominating committee with approval of the Board.

Section Two. The EXECUTIVE VICE PRESIDENT shall:

1. Perform the duties of the President in the absence or disability of the President.
2. Succeed to the office of the President in the event that the office of the President becomes vacant and serve for the unexpired term.
3. Perform such other duties as may be delegated by the President or the Board.

Section Three. The SECRETARY shall:

1. Assure that correct minutes are kept of all membership meetings and Board meetings.
2. Have custody of all books, records and documents of the Association, except those in the custody of the Treasurer.
3. Handle communications pertaining to the Association as directed by the President.
4. Perform such other duties as may be delegated by the President or the Board.

Section Four. The TREASURER shall:

1. Be the custodian of all funds of the Association and keep an accurate account of the receipt and disbursement of all moneys on behalf of the Association.
2. Keep financial records following normal accounting practice.
3. Prepare an annual financial statement for submission to the Board prior to the Annual Meeting.
4. With the President and the Secretary, prepare and timely file all tax and government forms required by law.
5. Have the authority to sign all checks, provided that all expenditures over \$250 have prior approval of the Board.
6. Perform such other duties as may be delegated by the President or the Board.

Section Five. The VICE PRESIDENT - ACTIVITIES shall:

1. Plan and present programs and activities for the Association meetings or functions.
2. Provide a calendar of activities to the Vice President - Public Relations for inclusion in each newsletter.
3. Appoint a committee to assist in carrying out the duties of this office, as necessary.
4. Perform such other duties as may be delegated by the President or the Board.

Section Six. The VICE PRESIDENT - MEMBERSHIP shall:

1. Promote membership retention and growth.
2. Prepare and distribute a membership roster, which includes the effective date of membership.
3. Assure that members are informed of club activities in coordination with the Vice President - Public Relations.
4. Prepare an orientation program for new members.
5. Record, compile and distribute quarterly the points for year-end awards.
6. Appoint a committee to assist in carrying out the duties of this office, as necessary.
7. Perform such other duties as may be delegated by the President or the Board.

Section Seven. The VICE PRESIDENT - PUBLIC RELATIONS shall:

1. Prepare and mail not less than four newsletters.
2. Serve as a liaison between the Association and other horse oriented groups, associations, and clubs, and coordinate activities with others.
3. Appoint a committee to assist in carrying out the duties of this office, as necessary.
4. Perform such other duties as may be delegated by the President or the Board.

**Article Six. BOARD OF DIRECTORS**

Section One. The Board shall consist of not less than 3 nor more than 10 members and shall include all officers of the Association.

Section Two. The non-officer members of the Board shall be elected at the Annual Meeting.

Section Three. In the event of a vacancy on the Board created by death, resignation, or any reason whatsoever, the remaining Board shall elect a replacement to serve for the unexpired term.

Section Four. Any member of the Board may be removed for cause by a two-thirds vote of the Board. Such action shall not be taken less than 30 days following written notice to all members of the Board. Such notice shall specifically state the proposed action and the reason therefore. Any member of the Board affected hereby shall have the opportunity to address the Board prior to the vote.

**Article Seven. TERM OF OFFICERS AND NON-OFFICER DIRECTORS**

All officers and any non-officer Directors shall serve until January 1 or until an election of officers is held, whichever occurs later.

**Article Eight. NOMINATING COMMITTEE**

Prior to June 1, the President shall appoint and the Board shall approve a nominating committee whose purpose shall be to select candidates for the elections to be held at the Annual Meeting. The Committee shall present its slate of candidates to the Board for inclusion in the newsletter, which will be mailed to all members no more than 50 and no less than 20 days in advance of the meeting. The committee members shall consist of three Board members and two non-Board members.

**Article Nine. BUDGET COMMITTEE**

The budget committee shall consist of the officers and any other persons as appointed by the President. A budget shall be prepared no later than December 31 for the following year.

**Article Ten. SCHOLARSHIP COMMITTEE**

Prior to June 1, the President shall appoint and the board shall approve a scholarship committee whose purpose shall be to propose scholarship guidelines to the board for approval, review scholarship applications and submit their recommendations to the board for approval and confirm fulfillment of scholarship requirements as set out by guidelines. The committee shall consist of one board member, one trainer, and one non-board member.

#### **Article Eleven. MEETING OF DIRECTORS**

Section One. A majority of the number of Directors shall constitute a quorum for the transaction of any business, excepting that in the absence of a quorum, a lesser number shall have the right to adjourn a meeting to a fixed date thereafter. Decisions of the Board are based upon concurrence of a majority of the Directors present.

Section Two. The Board shall hold at least six regular open Board meetings during the year. The place of each such meeting shall be published in the newsletter prior to the meeting.

Section Three. Special meetings of the Board shall be called by the Secretary when requested to do so by the President or by at least three Directors. Seventy-two hours notice, which must include the purpose or agenda, shall be given for special meetings, unless waived by all Directors.

#### **Article Twelve. VOTING BY THE MEMBERSHIP**

Section One. Only members in good standing may vote.

Section Two. If a nomination is unopposed, elections may be conducted by acclamation. All other votes shall be conducted by secret ballot.

Section Three. There shall be no mail-in voting.

Section Four. There shall be no voting by proxy.

Section Five. Those members present shall constitute a quorum.

Section Six. Unless otherwise provided herein or in the Articles of Incorporation (the "Articles"), the results shall be determined by a majority vote of the members present at the meeting.

#### **Article Thirteen. ANNUAL MEETING**

Section One. The Annual Meeting of the membership of the Association shall be held no earlier than November 1 preceding and no later than February 29 following the end of the year, at such time and place as the Board may designate.

Section Two. Members shall be notified of the meeting by mail no more than 50 and no less than 20 days in advance.

Section Three. Election of Officers/Directors:

1. A slate of nominees shall be prepared by the Nominating Committee and sent to the members with notice of the Annual Meeting.
2. Nominations from the floor will be taken. To establish a nominee's willingness to serve and eligibility for the Board, the nominee must indicate either in person or in writing prior to the election a willingness to serve.

#### **Article Fourteen. SPECIAL MEETINGS**

Section One. A special meeting of the membership of the Association may be called by the President, the Board, or by not less than 15 members. Such meeting shall be held at a time and place designated by the Board or by the President; provided, that if called by 15 members, it shall be convened not more than 60 days after a written request signed by at least 15 members is delivered to any officer of the Association.

Section Two. Notice of the time, place, and purpose of any special meeting shall be sent to each member not more than 50 and not less than 20 days in advance of said meeting.

#### **Article Fifteen. AMENDMENT OF ARTICLES OF INCORPORATION**

Section One. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either an annual or a special meeting.

Section Two. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member as set forth in Article Thirteen, Section Two.

Section Three. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting are entitled to cast. Except as qualified in this article, voting shall be conducted as set forth in Article Eleven above.

**Article Sixteen. AMENDMENT OF BYLAWS**

Amendment of the Bylaws shall be effected in accordance with the procedures set forth in Article Fourteen above.

**Article Seventeen. ANNUAL AWARDS**

Section One. To recognize achievement in competition, sportsmanship and support of the sport, the Association shall present awards at the Annual Meeting.

Section Two. Rules and regulations for the awards shall be determined by the Board and published in the newsletter no later than February 1 of the year

**Article Eighteen. INDEMNIFICATION OF DIRECTOR/OFFICER**

The association shall indemnify all officers, Directors, employees, and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law

**Article Nineteen. INSURING DIRECTOR, OFFICER, AND EMPLOYEES**

The Association may purchase and maintain insurance, or make any other arrangement, on behalf of any person as permitted by Article 2.22A © of the Texas Non-Profit Corporation Act.