

**BYLAWS OF
SOUTH CAROLINA DRESSAGE AND
COMBINED TRAINING ASSOCIATION, INCORPORATED**

ARTICLE I

IDENTIFICATION AND PURPOSE

1. Name. The organization shall be known as South Carolina Dressage and Combined Training Association, Incorporated, hereinafter referred to as "the Corporation."

2. Purpose. The Corporation shall have such purposes as are declared in its Certificate of Incorporation. It shall always be the objective of the Corporation to encourage and support the growth of equestrian dressage and combined training in and out of the State of South Carolina and to promote, support, and organize equestrian competitions and training sessions. The Corporation shall further encourage and provide continuing education in dressage and combined training matters. The Corporation shall also act as an organizing body for the coordination of dressage and combined training activities in the State of South Carolina.

3. Nonprofit/Tax Exempt Status.

Notwithstanding any other purpose of the Corporation, the Corporation shall be operated strictly and exclusively as a nonprofit Corporation under the laws of the State of South Carolina and of The United States of America. Its purposes shall be exclusively limited to such matters as are exclusively charitable, scientific, literary or educational within the meaning the Internal Revenue Code, or any other United States law so as to qualify for tax exempt status thereunder, and in the event of dissolution, the Corporation shall turn the residual assets of the Corporation over to organizations which are also tax exempt.

ARTICLE II

OFFICES

The principal office of the Corporation in the State of South Carolina shall be located in the City and County designated in the Articles of Incorporation. The Corporation may have such other offices, either within or without the State, as may be designated by the Board of Directors. The registered office of the Corporation required by the South Carolina Business Corporation Act need not be identical with the principal office of the Corporation and the Board of Directors may from time to time

change the address of the registered office of the Corporation.

ARTICLE III

MEMBERSHIP

1. Membership Categories. The Corporation is nonprofit, and shall not have shareholders. The Corporation shall have a membership consisting of senior adult amateur members, senior open ("professional" or non-amateur members) junior/young rider members, family members, and business members. The senior adult amateur membership and the senior open membership shall consist of all persons who have reached their twenty-first (21st) birthday prior to the year in which they have paid their annual dues to the Corporation as set forth more fully below. Senior members shall enjoy all the rights, responsibilities, and privileges of the membership in the Corporation, including voting rights of one (1) vote per senior member, subject to the following rules governing family membership. The junior membership shall consist of all persons either under the age of eighteen (18) years of age, or attained or have attained the age of eighteen (18) in the same year in which the member pays their annual dues as set forth more fully below. Junior members shall enjoy the same rights, responsibilities and privileges as senior members, with the exception that no junior member shall be entitled to vote at any meeting of the Corporation. In the event that more than two (2) senior and/or junior members reside together at the same address, then the aforesaid group of members shall not cast more than two (2) votes collectively at any membership meeting. The aforesaid collection of the aforesaid members shall be known as a family membership.

2. Membership Certificates. Each member of the Corporation shall receive a certificate of membership from the Corporation, signed by the Membership Chairperson, certifying membership in the Corporation and this certificate will denote that member's Membership Number.

ARTICLE IV

MEMBERSHIP MEETINGS

1. Place of Meeting. Meetings of the membership shall be held at such place, either within or without the State, as may be designated by the Board of Directors. If no designation is made, or if a special meeting be otherwise called the place of meeting shall be the address designated by of the President of the Corporation.

2. Annual Meeting. A meeting of the membership shall be held annually to transact such business as may properly come before the meeting, including the Annual Awards Dinner given by the Corporation. If the Corporation shall fail to hold the annual meeting for a period of thirty (30) days after the time herein specified, a substitute annual meeting may be called by any person or persons entitled to call a special meeting of the membership. The annual meeting is historically held in conjunction with the annual awards banquet.

3. Quorum. Twenty-five percent of the total paid membership, either by person or by proxy, shall constitute a quorum of the membership, and all membership meetings shall be conducted in accordance with *Robert's Rules of Order*. Members present at a duly called meeting in which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. In the absence of a quorum, any meeting of the membership may be adjourned by a vote of a majority of the members present.

4. Special Meeting. Special meetings of the membership may be called for any legitimate purpose by the President, by the Chairman of the Board of Directors, by a majority of the Board of Directors, or by not less than ten (10%) percent of the membership, unless any section of the South Carolina Business Corporation Act otherwise provides. No business other than that specified in the notice of meeting shall be transacted at any such special meeting.

5. Notice of Meetings. Written or printed notice stating the date, time, and place of meetings, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, or such other notice as shall be required by the South Carolina Business Corporation Act, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice shall be delivered, personally or by mail, by or at the direction of the officer or persons calling the meeting to each member of record entitled to vote at such a meeting. If mailed, such notice shall be deemed delivered when deposited with postage prepaid in the United States mail, addressed to the member at the address appearing on the official Corporation mailing list maintained by the Membership Chairperson. It shall be the responsibility of each member to update his address as necessary by notifying the Membership Chairperson in writing.

6. Notice by Newsletter. Notice of a membership meeting may be given by printing the same in any membership newsletter.

7. Voting.

(a) Except as otherwise provided, any corporate action authorized at a membership meeting, which has been duly called and at which a quorum is present, shall require a majority of the votes cast at such meeting by the membership entitled to vote on the subject matter. (b) Except as otherwise provided, all senior members shall be entitled to one (1) vote per member. No junior member shall be entitled to vote. Family memberships are entitled to one (1) vote for each senior member in the family membership, provided that, collectively, no family membership shall have more than two (2) votes. All members residing at the same address shall be considered part of a family for purposes for determining family memberships. (c) At all meetings of the membership, a member may vote in person or by proxy executed in writing by the member or his or her attorney in fact. No proxy shall confer authority to vote at any meeting, or any adjournment thereof, other than the next meeting to be held after the date on which such proxy was first sent or given. Except as provided by §33-11-140 of the South Carolina Business Corporation Act, relating to irrevocable proxies, every proxy shall be revocable at the pleasure of the member executing it. Revocation of a proxy may be effected by an instrument which by its terms revokes such proxy, or by a duly executed proxy bearing a later date.

8. Membership Dues and Assessments. Annual dues for each member become due and payable December 1 of each year, the payment of which entitles each member to be in good standing from December 1 until November 30 of the following year. All past members who have not paid dues by December 31 shall be deleted from the Corporation's contact list for that year and shall not be members of the Corporation.

Members joining after December 31 shall be added to the Corporation's contact list and shall become members as of the date payment of full membership dues. Any member in good standing shall be eligible for year end awards and shall accumulate points as of the date of payment of the appropriate dues. Payment of dues shall not be prorated if paid in the middle of any membership year, nor shall it entitle a member to extend his membership past November 30 of the year in which paid. Membership in the Corporation shall entitle each individual to receive a separate individual membership for that year in the United States Dressage Federation. The Board of Directors shall set the amount of membership dues for each year and shall notify current members of the amount due in not less than thirty (30) days prior to the beginning of that year. The foregoing notice of the amount of dues may be made in the Corporation's newsletter.

ARTICLE V

BOARD OF DIRECTORS

1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which shall be invested with all corporate powers not expressly reserved by statute, the Articles of Incorporation, the Bylaws, or by agreement among the members.

2. Number, Tenure, and Qualifications. The Board of Directors shall consist of twelve members, each of whom must be an active member of the Corporation in good standing. The initial Board of Directors shall consist of the twelve named individuals in the Certificate of Incorporation and shall serve until their successors have been elected and qualified pursuant to these Bylaws. The Board of Directors shall be elected as follows:

(a) The President of the Corporation, elected and qualified as more fully set forth below, shall, no later than September 1 of each year, appoint a nominating committee composed of three (3) Directors not including the President himself or herself. The nominating committee shall nominate eight (8) members qualified to serve as Directors. The Nominating Committee shall also nominate four (4) members qualified to serve as officers, the duties and qualifications of whom are set forth more fully below. The Nominating Committee shall designate as to each of the four (4) members nominated to be officers the office for which they are nominated.

(b) The aforesaid names, ballots, and any biographical information shall be published in the Corporation newsletter at least thirty (30) days prior to the annual membership meeting, with an appropriate deadline for submission of ballots.

3. Election and Service. The membership may vote for any member to serve as an officer of the Corporation, including those members nominated by the aforesaid nominating committee. The directors and officers shall be elected by a majority of those members casting votes, whether or not the number of members casting votes constitutes a quorum. The officers of the Corporation shall automatically also become members of the Board of Directors. The Board of Directors shall consist of one (1) or more members, unless the number of members is fixed by the Articles of Incorporation. However, the number of directors comprising the initial Board of Directors shall be as stated in the Articles of Incorporation. The members of the initial Board of Directors shall hold office until their successors have been elected and qualified at the first annual meeting of members. Thereafter, each Director shall hold office

until his or her successor is elected and qualified at an annual meeting of members. Unless otherwise provided in the Articles of Incorporation, the number of directors may be changed from time to time by the Board of Directors. However, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Directors need not be residents of the State of South Carolina. Pursuant to South Carolina Code Ann. §33-13-40 (1976 & Supp. 1985), the Board of Directors shall be divided into two (2) classes of six (6) directors each. The first class shall include the President and Secretary. The term of office of the first class shall expire at the next annual membership meeting following their election. The second such class shall include the Vice President and Treasurer. The term of office of the second such class shall expire at the second annual membership meeting following their election. Thereafter, the terms of office of the directors shall expire at the second annual membership meeting following their election.

4. Regular Meetings. A regular meeting of the Board of Directors shall be held at such place as is designated by the President of the corporation at least once annually. The Board of Directors shall strive to meet monthly at such place as the President shall designate.

5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors, by the President, or by any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of South Carolina, as the place for holding any special meeting.

6. Meetings by Telephone, Internet or Other Means.

The Board of Directors may conduct a meeting by means of conference telephone or other means of communication such as an internet chat room by which all persons participating in the meeting can hear and/or read one another at the same time and participation in the meeting by such means shall constitute presence in person at such meeting.

7. Notice. Notice of any regular meeting of the Board of Directors shall not be required to be given. Notice of any special meeting shall be given at least two (2) days prior to the date of such meeting. Such notice may be by telephone or by written notice delivered personally, mailed to each director at his or her business address, or e-mailed. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive

notice of any meeting either before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

8. Quorum and Vote of Directors. A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

9. Action by Directors Without a Meeting.

Action taken by a majority of the Board of Directors without a meeting shall be deemed an action of the Board of Directors under the following circumstances: (a) If all members know of the action, or if the directors take informal action pursuant to a custom of the Corporation known generally to its members, and all directors know of the action taken and no director makes prompt objection thereto. (b) Action taken without a meeting by a majority of directors, or by such larger votes as the Articles of Incorporation may require, shall be deemed an action of the Board of Directors if all directors execute, either before or after the action is taken, a written consent thereto, and the consent is filed with the records of the Corporation. (c) If an otherwise valid meeting of the Board of Directors is held without call or notice where such is required, any action taken at such meeting shall be deemed ratified by a director who did not attend, unless after learning of the action taken and of the impropriety of the meeting, he or she makes prompt objection thereto. (d) Objection by a member, director, or committee member shall be effective only if written objection to the holding of the meeting or to any specific action so taken is filed with the Secretary of the Corporation. (e) Unless otherwise provided by the Articles of Incorporation, an action permitted only when authorized at a meeting of the Board of Directors may nevertheless be taken without a meeting if, before or after the action, all members of the Board of Directors consent thereto in writing. The written consent shall be filed with the minutes of the Board of Directors. The consent shall have the same effect as a vote of the Board of Directors for all purposes.

10. Removal. Any director may be removed with or without cause at any time by the members and may be removed for cause by action of the

Board of Directors.

11. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors although less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the members.

12. Compensation. By resolution of the Board of Directors, each director may be paid his or her expenses of attending each meeting of the Board of Directors. No director or Board member may be paid for his or her service, except that an actual expense incurred may be reimbursed.

13. Executive and Other Committees. From time to time, the Board of Directors may designate by resolution an executive committee and other committees from among its members, each consisting of one (1) or more directors and, to the extent permitted under §33-12-110 of the South Carolina Business Corporation Act, may delegate to such committee or committees all the authority of the Board of Directors.

ARTICLE VI

OFFICERS

1. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the membership, and shall automatically become members of the Board of Directors. Any two (2) or more offices may be held by the same person, who may act in more than one (1) capacity where action by two (2) or more officers is required.

2. Election and Term of Office. The officers shall be elected by the membership, and their terms of office as officers shall coincide with their terms of office as directors, as set forth more fully above.

3. Removal. Any officer or agent elected or appointed may be removed by the same process as for the removal of a director.

4. Vacancies. A vacancy in any office disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, certificates of the Corporation; any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

6. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary, or an Assistant Secretary, certificates for shares of the Corporation and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as is required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each member; (e) sign documents with the President, or a Vice President, of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) in general perform all duties incident to the office of Secretary and the President or by the Board of Directors.

8. Treasurer. The Treasurer shall: (a) have charge of and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of

the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

9. Salaries. The officers of the Corporation shall not receive a salary for their services, but may be reimbursed for actual expenses incurred, at the discretion of the Board of Directors.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors or by the members at any regular or special meeting of the Board of Directors or by a majority vote of the members then entitled to vote in the election of directors.