

BY-LAWS
OF
ALASKA DRESSAGE ASSOCIATION

ARTICLE I. OFFICES

Section 1. The principal office of the corporation will be that of the President of the Association, or any other address within the State of Alaska selected by the Board of Directors of the Corporation.

Section 2. The registered office of the corporation required by the Alaska Corporation Act to be maintained in the State of Alaska may be, but need not be identical to the principal office in the State of Alaska, and the address of the registered office may be changed from time to time by the board of Directors.

ARTICLE II. MEMBERS AND MEETINGS OF MEMBERS

Section 1. The members of the Association shall consist of all persons paying dues to the Association and such honorary members as the Board may from time to time elect.

Section 2. Any member may resign from the Association by ceasing to pay dues. Membership is not transferable.

Section 3. All matters relating to regular or special meetings of members, including date, place, time, notice thereof and any other similar matter shall be determined by the Board of Directors at such time any action in regard thereto is deemed convenient or necessary or is required by the Articles of Incorporation or by law.

Section 4. Annual Meeting. The annual meeting of the members shall be held during the months of October or November of each year for the purpose of announcing the new Board of Directors and for the transaction of such other

business as necessary. The Board of Directors shall set the date for the meeting and notice shall be mailed to all members thirty (30) days prior to the date of the meeting.

Section 5. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-tenth of the membership. The date for the special meeting shall be set by the Board of Directors and notice stating the purpose of the special meeting shall be mailed to all members thirty (30) days prior to the date of the meeting. At a duly held meeting of the members called for an express purpose, a two-thirds (2/3) vote of the members present shall be required for any official action of the membership to be binding upon the Association.

Section 6. General Meetings. The members may be called to a general meeting at any time by the President, by a majority of the Board of Directors or by written petition signed by not less than one-tenth of all members authorized to vote. Notice of a general meeting shall be given by notifying each member in writing, by telephone, or in person at least seven (7) days prior to the meeting of the place, day and hour and the purpose for which the meeting is called.

Section 7. Voting. Each member whose dues are paid shall be entitled to one vote at any action taken by the general membership.

Section 8. Quorum. One-tenth (1/10) of the members in good standing, attending in person or by proxy, shall constitute a quorum at any meeting of the members and, unless specified to the contrary herein, a majority vote of these members present shall be required for any official action of the membership to be binding upon the Association.

Section 9. Proxies. At all meetings of members, a member may vote by proxy, executed in writing by the member or by her duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting.

Section 10. Conduct of Meetings. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be seven (7). They will be elected for a two (2) year term of office beginning the first day of the next fiscal year. Four (4) members and three (3) members will be elected in alternate years. All individuals serving on the Board of Directors must be senior members of the corporation. Junior Board Members: Two junior ADA members (under 18 years of age) will be elected annually to the board of directors. The junior board members will hold "advisory only status". This means that their votes will not count toward the quorum, but will be taken under advisement.

Section 3. Elections. Nominating Committee: A minimum of two ADA non-board members shall be appointed as the nominating committee by the current board of directors by August 30th of each year. Notification: No later than September 7th an ADA publication shall announce to the membership that nominations are being accepted. Slate of Nominees: A ballot of no more than twice the number of open positions and preferably no fewer than six nominees shall be solicited from the board and the membership. Qualifications for Nominees: Nominees must be ADA members at the time of the nomination and continue as a member through their entire term of service. Submission of Nominations: No later than September 30th all nominations, accompanied by a written biography of 300 words or less, shall be submitted to the nominating committee. Ballot: Should the ballot be prepared by other than the nominating committee it will be reviewed for accuracy by the Nominating Committee prior to mailing. Thirty days (30 days) prior to the annual meeting of the general membership the ballot shall be mailed to the membership. Completed ballots are to be received by the Nominating Committee no later than one week prior to annual meeting. Tie Votes: In the case of a tie vote a run-off election shall be held at the annual meeting.

Section 4. Removal. Any Director absent from three (3) consecutive regular meetings may be removed by a majority vote of the Board of Directors.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any directorship to be

filled by reason of an increase in the number of Directors shall be filled by election.

Section 6. Regular Meetings. A regular meeting of the Board of Directors shall be held monthly. These meetings shall be held without other notice than this By-Law.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 8. Notice. Notice of any special meeting shall be given at least seven (7) days prior to the meeting by written notice delivered personally or by telephone. The presence of any 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 and the purpose of any regular or special meeting of the Board of Directors shall be specified in the action of such meeting.

Section 9. Quorum. A majority of the number of the Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Conduct of Meetings. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 12. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting or unless a written dissent shall be filed to such action with the person acting as the Secretary of the

meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV. OFFICERS

Section 1. Number. The officers of the corporation shall be a president, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. All officers must be members of the Board of Directors and shall be elected as set forth in section 2 below. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the new fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be scheduled.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

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

Section 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. She or he shall, when present, preside at all meetings of the membership and of the Board of Directors. She or he may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any contracts or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws 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 from time to time.

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

Section 7. Secretary. The Secretary shall: (a) record and keep the minutes of the meetings of the membership and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all other duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the corporation; receive and give receipts, when necessary, for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such bank or other depository as shall be selected in accordance with the provisions of Article VI of these By-Laws; (b) keep a register of the contact information of each member which shall be furnished by such member and work with the Membership committee chair to maintain the membership list; and (c) in general perform all of 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.

ARTICLE V. STANDING COMMITTEES

The officer listed has the responsibility for the formation of the standing committee and appointment of a chairperson. Each standing committee will be responsible for reporting its activity to the board at their monthly meetings as necessary.

Show (President)
Handbook and By-Laws (President)
Nominating (Vice President)
Promotion & Fundraising (Treasurer)

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contract. 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.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence 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.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence 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 be from time to time determined by resolution of the Board of Directors.

Section 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 or other depositories as the Board of Directors may select.

ARTICLE VII. BOOKS AND RECORDS

Section 1. Place of Keeping. Except as otherwise provided by the laws of the State of Alaska, the books and records of the corporation may be kept at such place within the State of Alaska as the Board of Directors may determine. For previous fiscal years, the books and records of the corporation shall be retained by the Historian. The current year's financial books and records shall be the responsibility of the Treasurer. The current year's non-financial books and records shall be the responsibility of the Secretary.

Section 2. Membership List. The membership list shall contain a complete and accurate list of members, giving the names and addresses of all members and shall be kept at such place within the State of Alaska as the Board of Directors may determine. For previous fiscal years, the membership list shall be retained by the Historian. The current year's membership list shall be the responsibility of the Treasurer.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX. WAIVER OF NOTICE

When any notice is required to be given to any member or Director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Alaska Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS

These By-Laws may be altered, amended, or repealed at any regular or special meeting of the Board of Directors.

ARTICLES XI. DISSOLUTION

Section 1. Notwithstanding any of the provisions of these By-Laws, this corporation shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are

deductible under Section 170 (c) (2) of such Code and regulations as they exist or as they may hereafter be amended.

Section 2. Upon the dissolution of the corporation, the assets of the corporation shall be distributed to Alaska Equine Rescue which qualifies under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

ARTICLE XII. ADOPTION OF BY-LAWS

These By-Laws were duly adopted by a meeting of the Board of Directors of the Association on the 22nd day of May, 2006.

/S/ President

/S/ Secretary