

BYLAWS

The Saratoga Driving Association, Inc. not for profit corporation

ARTICLE

The name of this organization is the "Saratoga Driving Association, Inc." herein referred to as the Association.

Purpose:

The purposes for which this corporation is formed are purely charitable and educational without regard to race, color, or creed as follows:

- A) To promote the best interests of the sport of driving horses and ponies to carriages, both competitively and for pleasure.
- B) To educate and inform the public with respect to driving methods, safety and conduct events.
- C) To encourage the use of horse drawn vehicles for the promotion of public interest in their contributions to our culture, social and economic history.
- D) To sponsor educational driving clinics.
- E) To establish and maintain a not for profit medium through which social and educational driving events may be sponsored.

Offices

Section 3.1 Offices

The principal office of the Association shall be located in Saratoga County, State of New York.

Section 3.2

Additional Offices

The Association may also have offices at such other places within/ without the State of New York as the Board of Directors may from time to time appoint or the business of the Association may require.

Section 4.1 Membership

Membership in the Association is open to any family with an interest in the purposes of the Association. A family consists of all members of the same household.

Section 4.2 Dues

The amount of dues per family unit shall be fixed by the Board of Directors and announced at the Annual General Meeting for the succeeding year. All annual membership dues are payable to the treasurer on or before the first day in January. Initial memberships received after September first in any calendar year shall apply to membership through December thirty first of the succeeding year.

ARTICLE V Meetings of the Members

Section 5.1 Annual Meeting

A meeting of the members shall be held annually for the election of directors and the transaction of other business on the first Saturday in the month of November in each and every year at seven o'clock P.M., local time, or such other date and time as may be determined by a majority of the members of the Board of Directors.

Section 5.2 Special Meetings

A meeting of the members may be held for the transaction of business at such place, date and time as may be determined by a majority of the members of the Board of Directors.

5.3 Notice of Meeting of Members A. Notice of each meeting of members shall state the place, date and hour of the meeting and shall be given to each member by mail or orally no later than five (5) days prior to the meeting. Notices of any special meetings shall also state the purpose or purposes for which the meeting is being called.

Section 5.4 Quorum of Members

At least one representative appearing in person from each of one quarter of membership appearing in person shall constitute a quorum at any scheduled meeting of the members for the transacting of business and the vote of a simple majority of those present at the time a vote is taken shall be a vote of the members.

Section 5.5 Vote of Members

A list or record of members entitled to vote, certified by the Treasurer, shall be produced at any meeting of members upon the request therefore of any member.

Whenever a vote of the membership is called for, each member family may cast one vote. Any order of business brought to a vote of the membership, including elections for officers and directors, resulting in a tie shall be considered defeated and may be revoked as necessary.

Section 5.6 Proxy

Every member family entitled to vote at a meeting of members may authorize another person to act for such member family by written proxy.

Board of Directors

Section 6.1 Power of the Board of Directors

The business of the Association shall be managed by its Board of Directors.

Section 6.2 Number of Directors.

The Board of Directors shall include the four Officers of the Association and not more than seven (7) Board Members. The number of Directors will be fixed by a majority vote of the current Directors. Any change in the number of Directors voted by the Board of Directors shall become effective at the next Annual General Meeting.

Section 6.3 Qualification of Directors.

Each Director or Officer shall be an individual and at least eighteen years of age. Each Director or Officer shall be a member for of the Association at least twelve months prior to assuming office. There is no limit on the number of terms an individual may serve in any one office.

No person may hold more than one office at one time.

Section 6.4 Election and Term of Directors.

The directors and officers shall be elected by the membership of the Association and shall be elected at the November meeting and shall hold office until the next Annual General Meeting and until their successors are chosen.

Each retiring officer shall turn over to his successor all properties and records related to that office within thirty (30) days after the election.

Section 6.5 Resignation of Directors .

Any director or officer of the Association may resign at any time by giving written notice to the Board of Directors or to the Secretary of the Association.

Section 6.6 Vacancies

Vacancies occurring in the Board of Directors for any reason may be filled by a vote of a majority of directors then in office, regardless of their number. A director elected to fill a vacancy shall hold office until the next Annual General Meeting at which the election of directors is in the regular order of business and until his successor is elected and qualified.

Section 6.7 Powers and Duties of Officers

Ä. Unless otherwise provided by the membership, the various officers shall include among their duties, without limitation, the following:

(a) President. The President shall preside at all meetings. The President shall be an ex officio member of all standing committees. He/she shall have the power to sign and execute all contracts in the name of the Association, and shall, in general, supervise and manage all of the business and affairs of the general membership. The president shall have such powers and perform such duties additional to the foregoing as the Board of Directors may from time to time designate.

(b) Vice President. In the absence of the President, the duties of the office shall be performed by the Vice President. The Vice president shall have such powers and perform such duties additional to the foregoing as the Board of Directors may from time to time designate.

(c) Secretary. The Secretary shall keep the minutes and records of all proceedings at all meetings of the Association and of the Board, handle all correspondence, and keep an inventory of Association property. The Secretary shall have such powers and perform such other duties as the Board of Directors may from time to time designate.

(d) Treasurer. The Treasurer shall keep the financial books and records of the Association, have custody of all funds of the Association, collect dues and maintain membership lists, present a financial report at each meeting, make all disbursements of funds as directed by the board, and receive all moneys due and belonging to the Association and deposit same in a bank satisfactory to the Board in the name of the Association. The Association books shall at all times be open to the Board.

At the Annual General Meeting the Treasurer shall render an account of monies received and expended during the fiscal year.

Meetings of the Board of Directors

Section 7.1 Quorum of Directors.

A quorum of the Board of Directors shall be a majority of the Board including Officers.

Section 7.2 Meetings of the Board . A meeting shall be held annually, within one month prior to the Annual General Meeting for the transaction of business. The Board of Directors shall determine to meet at least one time during each calendar year.

Special meetings of the Board may be held at any time whenever called by the President or any two directors. Meetings of the Board shall be held at such places within or without the State of New York as shall be fixed by the Board. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described in Section 5.3 of these Bylaws to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 7.3 Notices of Meetings of the Board

Ä. Notices of each meeting of the Board shall be given to each Director and each Officer, by mail or orally no later than 48 hours prior to the meeting stating the place, day and hour thereof.

Section 7.4 Telephone Voting .

Voting on a particular item of business may be conducted by telephone provided that the following procedures are followed:

The President shall put an accurate description of the item of business in writing, and shall read that description to each Board Member prior to recording the vote of the Board Member.

2. An effort must be made to contact all Board Members. If a Board Member is unavailable, a vote may still be taken, but that Board Member must be notified of the results of the vote as soon as possible.

3. It is the responsibility of the President to provide the Secretary with the description of the item of business and the results of the vote.

Section 8.1 Committees Generally

Ä. The Board of Directors may from time to time appoint such committees for such terms and with such powers and duties as the Board may determine. Persons who are not members of the Association may be appointed to serve ex officio on such committees.

Section

8.2 Service of Standing and Special Committees

Each standing committee and each special committee of the Board of Directors shall serve at the pleasure of the Board. The Board shall appoint a Chairperson for each committee who will be responsible for reporting the actions of the committee to the Board.

Section 8.3 Nominating Committee.

The Board of Directors shall appoint a Nominating Committee and designate a Chairman of the committee at least 30 days prior to the Annual General Meeting.

Nominating Committee shall present a slate of nominees in writing to the membership at least five (5) days prior to the Annual General Meeting. Additional members may run for election to any office by being nominated and seconded from the floor at the Annual General Meeting.

Miscellaneous

Section 9.1 Fiscal Year

The fiscal year of the Association shall be January one through December thirty one.

Section 9.2 Indemnification

The Association shall keep in force a general liability policy providing coverage in the amount of one million dollars.

Section 9.3 Books and Records to be Kept The Association shall keep (a) correct and complete books and records of account; (b) minutes of the proceedings of the Board of Directors and any committee of the directors and; (c) a current list of the directors and officers of the Association and their residence addresses. Any of the records may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.4 Amendment of Bylaws

Bylaws may be adopted, amended or repealed by a majority vote of the members of the Association. Notice of any proposed adoption, amendment, or repeal of Bylaws must be provided to members at least seven (7) days prior to the date of the meeting at which such action will be voted upon, and such notice shall conform in all ways to Section 5.3 of these Bylaws.

Any revision of the Bylaws shall take effect immediately upon passage by a majority of the membership.

Section 9.5 Club Functions

Members may participate at special functions, such as parades, in the name of the Association only with prior approval of the Board of Directors.

Section 9.6 Compensation

No Officer, Director or Member shall be paid for any services rendered by them to the Association unless such payment is authorized in advance by a majority vote of the entire Board of Directors.

Section 9.7 Procedure at Meetings

Meetings of the Board of Directors shall be conducted according to Robert's Rules of Order Newly Revised.

Section 9.8 Dissolution.

The Association may be dissolved at any time by written consent of not less than Three Quarters (3/4) of the members. In the event of the dissolution of the Association, other than for the purposes of reorganization, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its property and assets shall be given to a charitable organization for the benefit of horses.