

HARMONY RIDERS ASSOCIATION INC.

BY-LAWS

ARTICLE I GENERAL

Section 1. Name. This not-for-profit corporation shall be known as Harmony Riders Association Inc. (the “**Corporation**”).

Section 2. Mission. In furtherance of the Corporation’s purposes set forth in its Certificate of Incorporation, and subject to any limitations provided for in the Not-for-Profit Corporation Law or any other statute of the State of New York, the mission of the Corporation is to further the association of persons interested in pleasure horses and to promote social and educational activities based on horses.

Section 3. Seal. The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation, the year of its incorporation, and the words “Corporate Seal” and “New York.”

Section 4. Principal Office. The principal office of the Corporation shall be located in Oswego County, New York, and the Corporation may also have offices at such other places within or without the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II MEMBERS

Section 1. Members. Membership in the Corporation shall be limited to those persons owning or leasing at least one horse or pony at the time of application. The Corporation shall have three (3) classes of members: (1) temporary members; (2) permanent members and (3) lifetime members, with such rights as provided for in these by-laws or otherwise determined by the Board of Directors from time to time.

Section 2. Application for Permanent Membership. Persons applying for permanent membership in the Corporation shall be required to submit an application for membership on forms provided by the Corporation and signed by the applicant, accompanied by the requisite initiation fee, proof of ownership and/or lease of at least one horse or pony and animal immunization records. Each applicant shall become a member of the Corporation eligible for permanent membership after a period of one (1) year in the sole discretion of the Board of Directors, so long as such member remains in good standing with the Corporation, including payment of regularly scheduled membership dues as provided for in Article II, Section 3 below. The Board of Directors shall notify all members of its decision to accept or reject a member for

permanent membership after one (1) year of membership. A permanent member shall earn lifetime membership in the Corporation with such benefits as afforded to lifetime members by the Board of Directors upon reaching the age of 65 and after being in good standing for a period of 15 years with the Corporation or after being in good standing for a period of 25 years with the Corporation.

Section 3. Membership Dues. As a condition to maintaining good standing in the Corporation, all members of the Corporation (except for lifetime members) shall be required to make regularly scheduled membership dues to the Corporation in such amounts and at such times as prescribed by the Corporation from time to time. The current membership dues, subject to change in the Corporation's discretion, are \$75.00. Membership includes applicant, as well as spouse and children under age 18, if applicable. Dues are payable on January 1 of each year. Members of the armed forces shall not be required to pay any membership dues while on active duty.

Section 4. Withdrawal & Removal. Any member of the Corporation may withdraw or be removed by the Board of Directors in the event such member is sixty (60) days or more delinquent in payment of his or her membership dues, or if two-thirds (2/3s) of the Board of Directors, at a regularly scheduled meeting thereof, determine that such member has engaged in conduct unbecoming of a member or prejudicial to the mission or repute of the Corporation, after affording such member notice and an opportunity for a hearing. Members removed as a result of having failed to pay or timely pay membership dues may re-apply for temporary membership in the Corporation.

Section 5. Place of Meetings. Meetings of members shall be held at such places within or without the State of New York as the Board shall authorize.

Section 6. Notice and Waiver of Notice. Written notice of each annual or special meeting of members shall state the purpose or purposes for which the meeting is called, the place, date, and hour of the meeting, and unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given either personally or by mail to each member entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at such member's address as it appears on the record of members unless such member shall have filed with the Secretary a written request that notices intended for such member be mailed to a different address, in which case it shall be directed to such member at such other address. Notice of meetings may be waived by a member by submitting a signed waiver of notice either before or after the meeting. The attendance of any member at a meeting shall constitute a waiver of notice by such member.

Section 7. Meetings. The annual meeting of the members for the election of directors and the transaction of such other business as may properly come before the meeting shall be held during the regular meeting in November. Regular meetings of the members for such purposes as prescribed by the Corporation shall be held on the third Friday of each month during the months of January through November, unless otherwise determined by the President

or the Board of Directors. Special meetings of the members may be called by the Board or by the President and shall be called by the President or the Secretary at the request in writing of a majority of the Board or at the request in writing by members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

Section 8. Quorum of Members. Attendance of at least twelve (12) members shall constitute a quorum for the transaction of any business at a meeting of members, except as otherwise provided by statute or these By-Laws. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any member(s). The members present may adjourn the meeting despite the absence of a quorum.

Section 9. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy.

Every proxy must be dated and signed by the member or such member's attorney-in-fact. No proxy shall be valid after expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except where an irrevocable proxy is permitted by law.

Section 10. Vote of Members. Unless otherwise required by statute or by the Certificate of Incorporation, all corporate action shall be authorized by a majority of the votes cast of members in good standing. Each family member in a family membership and each single member in a single membership shall be afforded one (1) vote, provided that all such members are at least eighteen (18) years of age.

Section 11. Written Consent of Members. Any action that may be taken by vote may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon.

ARTICLE III BOARD OF DIRECTORS

Section 1. General. The property, business, and affairs of the Corporation shall be vested in the Corporation and managed by a Board of Directors, which shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Corporation as are permitted by law, the Certificate of Incorporation of the Corporation, and these By-Laws.

Section 2. Number. The Board shall consist of eleven (11) directors in total consisting of six (6) elected directors, which shall be divided into three (3) classes in respect of term of office, such that each class shall consist of two (2) directors and be up for election in staggered years in accordance with the length of their term of office, and five appointed (5) directors, consisting of the President, Vice President, Treasurer, Secretary and Immediate Past

President of the Corporation. In the event the Past President of the Corporation declines to serve as a director, the vacancy shall be filled by election following a nominating procedure.

Section 3. Eligibility. Elected Board candidates must be permanent or lifetime members of the Corporation in good standing, including compliance with membership dues obligations. Board members are eligible for re-election to the Board. In the event no permanent or lifetime member accepts nomination for a director, a temporary member may be included in the nominating procedure for that director only.

Section 4. Nominating Procedure. The President of the Corporation shall by no later than September of each year appoint a Nominating Committee consisting of four (4) permanent or lifetime members of the Corporation to select and recommend the names of willing candidates for the Board of Directors to fill expiring terms on the Board. Board nominees shall be presented to the Corporation for consideration by no later than the Corporation's regular October meeting. Nominations from the floor will also be accepted at that time. Upon the Corporation's approval of nominations, the slate of candidates shall be closed.

Section 5. Election and Term. Elected directors of the Corporation shall be elected by the Members by majority vote at its annual meeting from the slate of candidates recommended by the Nominating Committee. Each elected director shall serve a three (3) year term commencing on the Corporation's annual meeting date until such director's successor shall have been duly elected and qualified.

Section 6. Resignation. A director may resign from the Board of Directors at any time by presenting to the President a written letter of resignation. Such letter shall be presented to the Board by the President at the next meeting of the Board following receipt of such letter. Such resignation shall be effective upon receipt by the President unless otherwise specified in the letter of resignation. The acceptance of a resignation shall not be necessary to make it effective; however, no resignation shall discharge any accrued obligation or duty of a director.

Section 7. Removal. Any director may be removed for cause at any time by a vote of a majority of the entire Board at any meeting, provided that notice of the proposed resolution to remove the director has been stated in the notice of the meeting.

Section 8. Vacancies and Newly-Created Directorships. Whenever a vacancy shall occur in the Board for any reason or a directorship shall be created, it may be filled by vote of a majority of the directors then in office, regardless of their number, and a director so elected shall hold office until the next regular meeting of the members at which the election of directors is in the regular course of business, and until such director's successor is elected and qualified.

Section 9. Compensation. No director, as such, shall receive any compensation from the Corporation for services performed; however, by resolution of the Board, directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their official duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV
BOARD of DIRECTOR MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board shall be held at the time and place designated by the Board, for the purpose of electing officers, and receiving the annual reports of the officers and committees of the Corporation, and transacting such other business as may properly come before the meeting.

Section 2. Regular and Special Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall from time to time determine, but at a minimum, four (4) times per calendar year. Special meetings of the Board shall be held upon notice to the directors and may be called by the President at any time and by any director upon written demand of not less than one fourth of the entire Board. Such requests shall state the purpose or purposes of the proposed meeting. Business transacted at special meetings shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 3. Place of Meetings. The Board shall hold its meetings at the principal office of the Corporation or at such other places, either within or without the State of New York, as it may from time to time determine.

Section 4. Notice of Meetings of the Board. Regular meetings of the Board shall be held without notice. Written notice of any annual or special meeting of the Board, stating the place, date, and time of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given either personally, by facsimile or other electronic transmission, or by mail to each director not less than five business days before the meeting. If mailed, notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the director at such director's address as it appears on the record of directors or, if such director shall have filed with the Secretary a written request that notices be mailed to such director at some other address, then directed to such director at such other address. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another specified time and place. Notice of the adjournment shall be given to all directors who are absent at the time of the adjournment.

Section 5. Waiver of Notice. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director.

Section 6. Quorum and Vote. Except as otherwise provided by law or in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified items of business. The vote of a majority of the Board present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 7. Presumption of Assent. A director who is present at the meeting of the Board in which action on any corporate matters shall be taken shall be presumed to have entered

into the action unless such director votes against such action or abstains from voting because of a conflict of interest.

Section 8. Chairman. At all meetings of the Board, the President or, in his absence, the Vice President (or the Executive Vice President if there is more than one Vice President, or in his absence another Vice President nominated by the President), or in the absence of the President and the Vice President(s), a chairman chosen by the Board, shall preside.

Section 9. Action of Directors Without a Meeting. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all of the members of the Board or Committee consent in writing to the adoption of a resolution authorizing the action.

Section 10. Meetings by Conference Telephone. Any one or more of the directors may participate in a meeting of the Board or any Committee thereof by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 11. Attendance Requirements. As a condition to remaining in good standing as a Board member, all Board members shall be required to attend 7 of the 11 scheduled general membership meetings per calendar year and a minimum of seventy-five (75%) of all scheduled Board meetings.

ARTICLE V COMMITTEES

The President, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and from among the membership of the Corporation, other standing committees including, but not limited to, a by-law committee, finance committee, buildings and ground committee, kitchen committee, show committee, barn committee and trail ride committee. Committee policies will govern each respective committee. The By-Law Committee will address changes to committee policies.

ARTICLE VI OFFICERS

Section 1. Number. The officers of the Corporation shall consist of a President, Vice-President, one or more Secretaries, Treasurer, and such other officers as the Board may elect. Any two or more offices may be held by the same person, except the office of President and Secretary.

Section 2. Election and Term. The officers of the Corporation shall be elected by the Corporation at the annual meeting to hold office until the next annual meeting of the Corporation. Each officer shall hold office until such officer's successor has been elected and qualified, or until the officer resigns or is removed in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed at any meeting by the Board for cause, provided, however, that such removal shall become effective only after ratified by vote of the Corporation.

Section 4. Vacancies. In the event of the death, resignation, or removal of an officer, the Corporation may elect a successor to fill the unexpired term.

Section 5. Compensation. Compensation for all officers shall be fixed from time to time by the Board. Upon submission of a proper claim, officers shall be reimbursed for their reasonable expenses incurred in the performance of their duties. No officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director.

Section 6. President. The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the Board and of the Executive Committee, if any; he shall have responsibility for the supervision and management of the business and affairs of the Corporation, subject to the control of the Board; and he shall see that all orders and resolutions of the Board are carried into effect. The President shall have the power to sign and execute all contracts and instruments of conveyance in the name of the Corporation, to sign checks, drafts, notes, and orders for the payments of money, and to appoint and discharge agents and employees, subject to the approval of the Board. The President shall perform all the duties usually incident to the office of President.

Section 7. Vice Presidents. During the absence or disability of the President, the Vice President or, if there are more than one, the Executive Vice President, shall perform the duties and exercise all the powers of the President. Each Vice President shall perform such other duties as the Board or the President may from time to time prescribe.

Section 8. Secretary. The Secretary shall attend all meetings of the Board, record all votes and minutes of all proceedings in a book to be kept for that purpose, give or cause to be given notice of all annual and special meetings of the Board and all other notices required by law or by these By-Laws, keep in safe custody the seal of the Corporation and affix it to any instrument when so authorized by the Board or the President, keep all the corporate books and records of the Corporation as required by law or otherwise in a proper and safe manner, and perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Board or the President. The Board may designate both a Recording Secretary and a Corresponding Secretary to share the duties of Secretary.

Section 9. Treasurer. The Treasurer shall have the custody of the corporate funds, securities, evidences of indebtedness, and other valuable documents; keep full and accurate accounts of receipts and disbursements in the corporate books; deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be

designated by the Board; disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements; render to the President and Board at the regular meetings of the Board, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Corporation; and render a full financial report at the annual meeting of the Corporation if so requested; be furnished by all corporate officers and agents at such Treasurer's request with such reports and statements as such Treasurer may require as to all financial transactions of the Corporation; and perform such other duties as from time to time may be prescribed by the Board or the President.

Section 10. Sureties and Bonds. In case the Board shall so require, any officer, employee, or agent of the Corporation may be required by the Board to execute a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of such officer's, employee's, or agent's duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into such officer's, employee's or agent's hands.

Section 11. Delegation of Duties. In the absence or disability of any officer, or for any other reason deemed sufficient by the Board, the Board may delegate such officer's powers or duties to any other officer.

Section 12. Attendance Requirements. As a condition to remaining in good standing as an officer of the Corporation, all officers shall be required to attend 7 of the 11 scheduled general membership meetings per calendar year.

ARTICLE VII EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified, or acknowledged by the President or by such other officer or officers or other person or persons as the Board may from time to time designate.

ARTICLE VIII DIRECTORS' AND OFFICERS' LIABILITY AND INDEMNIFICATION

Section 1. Indemnification.

(a) Any person made or threatened to be made a party to any action or proceeding, other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person, such person's testator or intestate, was a director or officer of this Corporation, shall be indemnified by this Corporation to the full extent permitted by law against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person, such person's testator or intestate as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith, for a purpose which he reasonably believed to be the best interests of

the Corporation and in criminal actions or proceedings, had no reasonable cause to believe that his conduct was unlawful.

(b) Any person made or threatened to be made a party to any action or proceeding by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person, such person's testator or intestate, is or was a director or officer of this Corporation, shall be indemnified by this Corporation to the full extent permitted by law against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person, such person's testator or intestate in connection with the defense of such action or proceeding, or in connection with any appeal therein, if such director or officer acted in good faith, for a purpose which he reasonably believed to be the best interests of the Corporation except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that a court determines that such person is fairly and reasonably entitled to indemnity. The right of indemnification provided in this Article VIII shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification or advancement of expenses may be entitled as provided in the Certificate of Incorporation or as provided by (1) a resolution of the Board or (2) an agreement providing for such indemnification, it being expressly intended that these By-Laws authorize the creation of other rights in any such manner.

Section 2. Insurance. The Board shall have the power to purchase and maintain insurance: (i) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of its directors and officers under the provisions of this Article VIII; (ii) to indemnify directors and officers in instances in which they may be indemnified by the Corporation; and (iii) to indemnify in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VIII, provided the contract of insurance covering such directors and officers provides, to the extent required by law, for a retention amount and for co-insurance.

Section 3. Repeal or Modification. No repeal or modification of this Article VIII, including, without limitation, any repeal or modification of this Article VIII occurring upon the merger, consolidation, or dissolution of the Corporation, shall adversely affect, repeal, or modify any right of indemnification for any act or omission which occurred or is alleged to have occurred while such right of indemnification was in place.

ARTICLE IX FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Books and Accounts. The books and accounts of the Corporation shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices.

Section 3. Auditing and Reports. At the close of each fiscal year, the books and records of the Corporation may be audited in accordance with generally accepted accounting practices, and the Board can direct the President and Treasurer to present a full and correct statement of the affairs of the Corporation at the annual meeting of the Board and filed with the Secretary and other agencies as legally required.

ARTICLE X BY-LAW CHANGES

The By-Laws may be adopted, amended, or repealed by a two-thirds (2/3s) vote of the Members, provided notice of the meeting and of the proposed action shall have been given in accordance with Article II, Section 6 of these By-Laws.

ARTICLE XI MISCELLANEOUS RULES & REGULATIONS

The following rules and regulations shall apply to all members of the Corporation and are hereby made a part of these By-Laws:

11.1 All members of the Corporation in good standing shall have equal rights to use and enjoy the Corporation's common grounds, and shall be afforded the right to occupy and maintain campsites as owners and operators of the Corporation's property as they become available and after following the Corporation's application procedures.

11.2 No member, however, shall be permitted to establish permanent residency on the Corporation's property.

11.3 All campsites on the Corporation's grounds shall be vacated between the period of October 1 through April 1, except for occasional overnight camping or Corporation sponsored events.

11.4 All camping vehicles located on the Corporation's grounds shall be required to retain their wheels, tires and mobility.

11.5 No member shall be permitted to use the Corporation's real or personal property for private enterprise, profit or gain, except as otherwise expressly permitted by the Board of Directors.

11.6 No member's personal belongings shall be permitted to be stored in the Corporation's buildings. All personal belongings may be stored at a member's campsite only.

**ARTICLE XII
DISTRIBUTION OF ASSETS FOLLOWING DISSOLUTION**

Upon the dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as should qualify under Sections 501(c)(3) or (c)(6) of the Code, and are organized and operated exclusively for charitable, scientific or educational purposes or in furtherance of promoting social and educational activities based on horses, no part of the net earnings of which inures to the benefit of any private shareholder, member or individual. The organizations to receive said property shall be chosen by the Corporation's members.

**ARTICLE XIII
REFERENCES**

Reference to the Certificate of Incorporation in these By-Laws shall include all amendments thereto or changes thereof unless specifically excepted.

All pronouns and any variations thereof in these By-Laws shall be deemed to refer to masculine, feminine, or neuter, singular or plural, as the identity of the person or persons referred to may require.

Adopted 10/29/2010 by Harmony Riders Association, Inc
Revised 3/21/2014 by Harmony Riders Association, Inc
Revised 4/15/2016 by Harmony Riders Association, Inc. to be effective 1/1/2017

These By Laws cancel and supersede any and all By Laws that may have been in existence prior to 1/1/2017.