

**TWIN BROOKS JUNIOR HORSE SHOW ASSOCIATION, INC.
CONSTITUTION
and
BY-LAWS**

Order of Business and Rules of Order of Twin Brooks Junior Horse Show Association, Inc.

The meetings of the Corporation shall be governed by the rules contained in The Roberts Rules of Order Revised, wherein they are not inconsistent with the By-laws or-- the special rules of order of the Corporation. The members are therefore requested to observe common politeness towards each other and respect to the By-Laws of this Corporation.

Business Sessions (Suggested Meeting Agenda. May be altered dependent upon business to contract):

A call to order.
Reading of minutes of previous meeting.
Treasurer's report.
Board report.
Membership report.
Report of standing and special committees.
Correspondence.
Old business.
New business.
Election of officers, when applicable.
Installation of officers, when applicable.
Open discussion.
Adjournment.

CONSTITUTION

Article 1:

The name of the Corporation is The Twin Brooks Junior Horse Show Association, Inc.

Article 2:

This corporation is organized exclusively for charitable, educational and promoting amateur athletics purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall promote youth and adult involvement in horse shows, equine educational events, and other equine related activities associated with horsemanship and riding. All funds, whether income or

principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article 3:

Sec. 1 - The Officers of the Corporation shall consist of: one President, one Vice President, one Secretary, one Treasurer and a Board of Directors consisting of five (5) Directors, two (2) Junior Directors and a Chairman of the Board.

Sec. 2 – The Chairman of the Board shall be the immediate Past President.

Article 4:

The conditions and forms for admitting new members, the rights and duties of officers and members, time and place of meetings, the mode and manner in filling vacancies in offices, and any other matters concerning the administration of the Corporation shall be provided for in the By-Laws. The Constitution shall not be altered, except by a motion for altering, amending and improving, having been introduced by membership and signed by three (3) Officers of the Corporation. Such is to be voted on at the next regular business meeting of the Officers of the Corporation.

Article 5:

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BY-LAWS

Article 1:

Sec. 1-A regular Membership Meeting of the Corporation shall be held the first Monday of each month, except for the month of December. When the first Monday of the month is a holiday the meeting shall be held the second Monday of that month. A quorum at a regular Membership Meeting shall consist of at least a combination of ten (10) Officers and/or Members of the Corporation. Meetings shall be open to all members, prospective members and other who may have presentations of business to discuss with the Membership. One General Membership Meeting shall be held annually in November for the main purpose of electing Officers for the following year.

Sec. 2-Special meetings may be called by the Officers of the Corporation, or at the request in writing, of not less than five (5) members in good standing, stating the reason therefore, which however, must show the evident intent of a desire to promote the interest of the Corporation. Nothing else may be discussed at this special meeting except the business for which it was called. The Secretary shall notify each member of the time and place for holding such meeting, which time shall be not less than three (3) days from date of request.

Sec. 3-A regular Business Meeting of the Board of Directors of the Corporation shall be held the first Monday of each month, except for the month of December. When the first Monday of the month is a holiday the meeting shall be held the second Monday of that month. The Meeting shall be held one half (1/2) hour prior to the Membership Meeting. A quorum at a Board of Directors Meeting shall consist of six (6) Officers of the Corporation. Meetings shall be open to all members and invitees who may have business to discuss with the Board.

Article 2: (Organization)

Sec.1- Membership shall continue so long as the member shall remain in good standing and all membership dues are current. Membership renewals are due by March 31st of each calendar year.

Sec.2- Transaction of business: All business matters of the Corporation shall be transacted by the Officers of the Corporation.

Article 3 : (Officers)

Sec. 1- The nomination and election of officers.

The nomination of officers shall be made at or prior to the October regular business meeting of the Officers of the Corporation. A call for nominations shall be published in the August and/or September Member Newsletter. Nominations may be made in person at the October or November meeting or by furnishing the nomination to a member of the Nominating Committee prior to the October or November meeting. Nominations will be published in the October Member Newsletter. Only nominated candidates may be voted upon for office. Election of candidates for office shall take place at the Annual General Membership meeting of the Corporation in November by written ballot, and a majority of all members present and voting shall be necessary for election. When there is no opposition for any office, said nominee, or nominees shall be declared elected by acclamation at the November meeting.

The elected officers shall assume the functions of their respective offices in January, and each shall serve for one (1) year, except members of the Board of Directors, who shall serve for two (2) years (with the exception of the Junior Board member who shall serve for one year), or until their successor shall have been elected and duly qualified.

In addition to the Officers of the Corporation, the following Standing Committees and other positions as deemed necessary to fulfill the Corporation's purpose shall be established and filled by volunteers from the organization's membership.

1. Show Committee – Responsible for overseeing the Twin Brooks Show season and includes (but not limited to) the following responsibilities: retaining judges, appointing Show Managers and securing ribbons and awards for the season.
2. Nominating Committee – Responsible for managing the annual nomination of officers and the members of the Board of Directors.
3. Audit Committee – Responsible for the annual audit review of the Twin Brooks Horse Show Association's financial accounts and books/records for the previous year. The Committee shall consist of the Vice President, Secretary, a Director and two (2) members-at-large. The Immediate Past President and Immediate Past Treasurer will be available to the Committee for the purpose of providing input. If required under the rules of 501(c)3 or 501(c)4 for charitable organizations, the audit will be conducted by CPA licensed by the Commonwealth of Pennsylvania. The Annual Audit will be completed by June 1st and presented to the Membership at the June Meeting.
4. Maintenance Committee – Responsible for securing volunteers to maintain the Twin Brooks facilities and equipment.
5. Sponsorship Committee – Responsible for soliciting donations and sponsors.
6. Publicity Committee – Responsible for publicity for events and activities of the Corporation.
7. Volunteer Committee – Responsible for soliciting members to assist in the activities other Committees, as necessary.
8. Webmaster – Responsible for maintaining the official web site of the Corporation.
9. Legal Council – Responsible for assisting the Officers and Directors in legal matters associated with the Corporation's operations.
10. Finance Committee – Responsible for preparing the draft Annual Budget and Plan of Action to be presented to the Membership for approval at the January Membership Meeting. The Finance Committee shall consist of the President-elect, the immediate Past President, the Treasurer-elect, the immediate Past Treasurer, and one Director or Member at large. In the event that any of the positions mentioned are the same individual that position shall be filled by a Director or Member to be selected by the President-elect.

Sec. 2-Board of Directors:

The Board of Directors shall consist of all Officers of the Corporation as indicated in Article 1, Section 3. The Five (5) Directors shall be age eighteen (18) or older and shall be elected for a period of two (2) years and the two (2) Junior Directors shall be age thirteen (13) to seventeen (17), as of January 1, and shall be elected for a period of one year. All other officers shall be elected to one year terms. The Chairman of the Board shall be the immediate Past President. The number of adult Board members elected each year shall alternate between two (2) and three (3).

The Officers of the Corporation shall be the managing body of the Corporation, and their duties are set in Roberts Rules of Order and hereinafter.

Sec. 3-Vacancies in office:

Vacancies in office occurring during the term of an officer member (exclusive of President) shall be filled from the Board of Directors. Such officers immediately after appointments shall enter upon the duties of their office and serve until the end of the unexpired term. A vacancy in the office of President shall be filled by the Vice President with the office of Vice President being filled by a member of the Board of Directors.

Sec. 4-Attendance of officers at meetings:

The elected Officers of the Corporation shall be present at all regular Membership Meetings and Board of Directors Meetings of the Corporation. Absence of an officer from three (3) successive Meetings, without reasonable excuse, shall be sufficient for expulsion from office.

Article 4:(Duties of Officers)

The duties of all Officers and Chairpersons shall be consistent with duties and responsibilities in Roberts Rules of Order.

The duties of all Committee Chairpersons and Committees shall be consistent with those duties and responsibilities in Roberts Rules of Order.

Sec.1-President- The President shall preside at all regular and special business meetings of the Corporation members, preserve order, maintain the Constitution, represent the Corporation in general, and sign all official correspondence and contracts upon approval of the Board of Directors, and shall be an ex-officio member of all committees. The President will attend all Board meetings of the Corporation, but as a non-voting member.

Sec.2-Vice President-The Vice President shall assist the President in all duties, and shall represent the President in his/her absence.

Sec. 3-Corporate Secretary- The Corporate Secretary shall keep correct minutes of all business transacted by the members in an official binder, and conduct all correspondence. The Secretary shall enter all reports presented to them at the meetings, such as Treasurers Report and reports of committees in their minutes. He/She shall keep a correct list of all officers and members of the Corporation.

Sec. 4-Treasurer- The Treasurer shall take charge of the funds of the Corporation, and it shall be his/her duty to prepare and pay all orders drawn upon him/her. All funds of the Corporation received by the Treasurer from any source whatsoever, shall be

deposited by him/her in the name of the Corporation, in a bank approved by the Officers of the Corporation.

The Treasurer shall present a financial report at each regular business meeting, a quarterly report and issue an annual financial statement to the membership by March 1 following the end of the calendar year. The calendar year will run from January 1 to December 31.

Chairman of the Board: The Chairman of the Board shall be the presiding officer at any and all Board Meetings.

Directors: Directors shall perform duties as assigned to him/her.

Junior Directors: Junior Directors shall perform duties as assigned to him/her.

Sec. 5-Officers of the Corporation- The Officers of the Corporation shall have charge of all the property belonging to the Corporation, all securities, bonds, and investments, and shall be responsible to the Corporation for all property entrusted to them. They shall invest all monies in the hands of the Treasurer in accordance with the wishes expressed by the Corporation.

The Officers of the Corporation shall render a complete account of their transactions at the regular meeting in November. They shall examine all financial reports made to the Corporation, as well as all bills and accounts. They shall keep a careful inventory of all property of the Corporation. They shall have the duty of concluding all contracts for the maintenance of the Corporation. They shall have dispose of all affairs in connections with all business of the Corporation for its approval and to control membership charter. They shall keep minutes of their meetings and shall conduct the Corporation's business at the regular business meeting held once a month.

Article 5: (Membership and Dues)

Sec. I-Application for membership will be at the present rate set by the Officers of the Corporation. Memberships will be classified as one of the following: Individual and Family. A family membership consists of all family members residing at a single residence.

Sec. 2-Dues shall be paid by March 31st of the calendar year for which they are due. New members will be required to pay dues for the balance of the year for which they are due.

Article 6: (Admissions and Expulsions of Members)

Sec. 1-Admission of new members will be by application and payment of the applicable membership dues.

Sec. 2- The Officers of the Corporation may recommend expulsion or deny membership from the Corporation when a particular member is in conflict with Article 2 of the Constitution.

Amended and approved by the Membership on November 4, 2013 and May 5, 2014