

UNBRIDLED SPIRIT

BYLAWS

ARTICLE I NAME AND GOVERNING INSTRUMENTS

The name of the organization is Unbridled Spirit Therapeutic Riding Center, Inc., herein referred to as Unbridled Spirit. Unbridled Spirit is a non-profit, non-partisan, non-sectarian, and non-discriminating membership organization. The corporation shall abide by all applicable laws and regulations and shall be governed by its Articles of Incorporation and these Bylaws.

ARTICLE II PURPOSE

The purpose of Unbridled Spirit is to provide, promote and support equine-assisted activities to children and adults with disabilities and special needs in a safe and productive equine rich environment so that each person may reach his/her full potential.

ARTICLE III MEMBERSHIP

SECTION 1. Eligibility - Any person, organization, or business interested in the purpose of Unbridled Spirit and desiring to support its programs may become a member upon application and approval of the Board of Directors.

SECTION 2. Number of members - There is no limit to the number of members the corporation may admit.

SECTION 3. Non-Liability of Members - A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

SECTION 4. Membership Book - The Corporation shall keep a Membership book containing the name and address of each member. Termination of the Membership of any member shall be recorded in the book, together with the date of termination of such Membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any Director or member of the corporation during regular business hours.

The record of names and addresses of the Members of this corporation shall constitute the Membership list of this corporation and shall not be used, in

whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 5. Termination of Membership - The Membership of a member shall terminate upon the occurrence of any of the following events:

- 1) Upon his/her notice of such termination delivered to the President of the Board of the corporation personally or by registered mail. Such Membership terminates upon the date of delivery or date given in the correspondence as the effective date.
- 2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

SECTION 6. Procedure for Expulsion - Following the determination that a member should be expelled, the following procedure shall be implemented:

- 1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- 2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his/her proposed expulsion shall state the date, time and place of the hearing on his/her proposed expulsion.
- 3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. These decisions of the Board shall be final.

SECTION 7 - Rights on Termination of Membership - All rights of a member in the corporation shall cease on termination of Membership as herein provided.

SECTION 8 - Membership Dues - Membership dues shall be determined by the Board of Directors.

ARTICLE IV DIRECTORS

SECTION 1 - Board of Directors - This Corporation shall be composed of not less than three (3) nor more than twenty-five (25) Directors including the Officers and shall be known as the Board of Directors.

SECTION 2 - Term of Office - Directors shall be elected for a term of three

(3) years.

SECTION 3 - Duties - The Board of Directors shall govern the affairs of the corporation and shall adopt the annual budget prior to the beginning of each fiscal year. The Board of Directors may authorize any officer, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

SECTION 4 - Location of Meetings - Meeting of the Board of Directors may be held in any location or via electronic means; including without limitation, conference calling, video conferencing, or similar communication mediums by means of which all persons participating in the meeting can hear each other; as set forth in the notice thereof, or if the meeting is held pursuant to waiver of notice, as may be set forth in the waiver.

SECTION 5 - Members Attending - All members of the corporation may attend meetings of the Board of Directors unless the Board of Directors has declared itself in Executive Session.

SECTION 6 - Regular Meetings - Regular meetings of the Board of Directors shall be held at least once per quarter. Notice of all meetings of the Board of Directors shall be given at least ten (10) days prior to the meeting.

SECTION 7 - Special Meetings - Special meetings of the Board of Directors may be called by a majority of the Board of Directors or by the President. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any Special Meeting. Notice of all meetings of the Board of Directors shall be given at least ten (10) days prior to the meetings.

SECTION 8 - Waiver - Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for express purpose of objecting to the transaction of business because the meeting is not lawfully called. A Director shall be deemed to be present in person at a meeting held via electronic means if he/she participates in such meeting.

SECTION 9 - Quorum - A quorum for the transaction of business at all meetings of the Board of Directors shall consist of a majority of the existing Directors. Except as otherwise required under these Bylaws, the Articles of Incorporation or Florida law, all resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of the majority of the Directors present at the meeting.

SECTION 10 - Board Vacancy - Any vacancy existing in the Board of Directors or any office may be filled by the Board of Directors at any regular or

special meeting upon recommendation of the President and approval of the Board of Directors. The person chosen to fill the vacancy shall be a member and shall hold office until the next duly constituted annual election.

SECTION 11 - Resignation and Removals - Resignation of Directors shall be in writing to the President or the Board of Directors. Such resignation shall be effective upon acceptance by the President or by the Board of Directors respectively. The Board of Directors may at any meeting remove any Director for cause subject to a two-thirds vote of the Directors then in office. The unexcused absence of any Director from two Board meetings in a fiscal year shall be grounds for the removal of that Director.

ARTICLE V OFFICERS

SECTION 1 - Officers - The Officers of the Corporation shall be President, Secretary, and Treasurer. The same person can hold the office of Secretary and Treasurer. The Board of Directors may establish such other officer positions and define their duties, as it may from time to time determine.

SECTION 2 - Election of Officers - Officers shall be elected for a three year term. Officers shall assume at the close of the Annual Membership Meeting and shall hold office until succeeded unless they are sooner removed from office as provided in these Bylaws.

SECTION 3 - President - The President shall preside at all meetings of the Members, Board of Directors and Executive Committee. The President shall see that all motions, orders and/or Resolutions of the Board of Directors are carried out and shall submit to the Board of Directors and to the members at each Annual Membership Meeting a report on the state of the Corporation. The President is authorized to call Special Meetings of the Board of Directors.

SECTION 4 - Vice-President - The Vice President shall serve in the absence of the President and shall perform the duties of the President when the President is unable to serve. The Vice President, in the event the President can no longer serve, shall serve as Acting President, pending the election of a new President.

SECTION 5 - Secretary - The Secretary is responsible for the preparation of the minutes of all meetings of the members and the Board of Directors and Executive Committee and shall perform such other duties as designated by the Board of Directors.

SECTION 6 - Treasurer - Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall

furnish the annual audit report to the Board of Directors and shall furnish and maintain financial records of Corporation's activities and report budget to membership at its meetings. Disburse, or cause to be disbursed, the funds of Board activities as may be directed by the Board of Directors, and taking proper voucher for such disbursements. Render to the Board of Directors a financial report at each Board of Director's meetings.

SECTION 7 - Officer Vacancy - The Board of Directors may fill any vacancy in any office from its own members at any Regular or Special Meeting of the Board of Directors.

SECTION 8 - Resignations and Removals - Resignations of Officers shall be in writing to the President. The President may resign in writing to the Board. Such resignations shall be effective upon acceptance by the President or by the Board of Directors respectively. The Board of Directors may at any meeting remove any Officer for cause subject to two-thirds vote of the Directors then in office. The unexcused absence of any Officer from two Board meetings in a fiscal year shall be grounds for the removal of that Officer.

ARTICLE VI COMMITTEES

SECTION 1 - Establishment of Committees - The Board of Directors may establish or dissolve Standing Committees, special committees, task forces, or other groups, as it deems necessary. The President shall appoint the Chair of each entity as needed. The Chair shall then appoint the committee members subject to the approval of the Board of Directors.

SECTION 2 - Executive Committee - The Executive Committee shall be composed of the Officers of the Board of Directors.

SECTION 3 - Executive Committee Duties - The Executive Committee shall act for the Board of Directors between meetings of the Board of Directors. The Executive Committee shall report all business transactions at each meeting of the Executive Committee to the Board of Directors in a timely manner. Minutes of all Executive Committee meetings, unless in Executive Session, shall be distributed to the full Board of Directors in a timely manner and shall be kept in the records of the Corporation.

SECTION 4 - Executive Committee Meetings - The Executive Committee shall meet as may be required in meetings called by the President. Meetings may be held in person at any location within the United States of America or via electronic means; including without limitation, conference calling, video conferencing, or similar communication mediums by means of which all persons

participating in the meeting can hear, interact, or communicate with each other; as set forth in the notice thereof.

SECTION 5 - Executive Quorum - A majority of the members of the Executive Committee must be present to constitute a quorum.

SECTION 6 - Notice of Executive Committee Meetings - Notice of all meetings of the Executive Committee shall be given 48 hours prior to the meeting.

ARTICLE VII MEMBERSHIP MEETINGS

SECTION 1 - The Annual Membership Meeting of the Corporation shall be held once each fiscal year to hear the report of the President on the state of the Corporation and to transact such other matters as may be presented. The Annual Meeting shall be held in such fashion including via electronic means, at such place within the United States, and on such schedule as shall be determined by the Board of Directors, and as shall be specified in the notice of meeting, and subject to the laws of the State of Florida.

SECTION 2 - Quorum - A quorum shall consist of one third (1/3) of Member in Good Standing. A Member in good Standing is any person, organization, or business who has paid all applicable membership dues.

SECTION 3 - Eligibility to Vote - Only current Members per the rolls of the Corporation with dues paid in full 30 days prior to start of meeting are eligible to vote. Proxy voting will not be allowed.

SECTION 4 - Notice of Meetings - Notice of all meetings of the Membership shall be given at least thirty (30) days prior to the meeting per Article VIII.

ARTICLE VIII NOTICE OF MEETINGS

Whenever, under the provisions of these Bylaws, notice is required to be given to any member, Director or Officer, it shall not be construed to require personal notice, but such notice may be given by United States mail

or by electronic means including without limitation, electronic mail, telephone, or facsimile addressed to each member, Director or Officer at such address, including electronic address, or telephone number as appears on the rolls of the Corporation. Such notice shall be deemed to be given at the time the same shall be sent via electronic medium, communicated via telephone, or placed in the United States mail. All notices shall be prepaid.

ARTICLE IX FINANCIAL CONTROLS

SECTION 1 - Execution of Instruments - The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2 - Limit for Expenditure - The Board of Directors is authorized under these Bylaws to execute any expenditure up to the amount of \$10,000.00. Any expenditure over the amount of \$10,000.00 must be voted on and approved by the Membership.

SECTION 3 - Checks and Notes - Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, and orders for payment of money shall be signed by the Treasurer and one other Officer of the Corporation.

SECTION 4 - Deposits - All funds of the corporation shall be deposited to the credit of the Corporation in such bank(s), trust companies, or other depositories as the Board of Directors may select.

SECTION 5 - Gifts - The Board of Directors may accept on behalf of the Corporation, gift, bequest, or devise for the charitable or public purpose of this Corporation.

ARTICLE X CORPORATE RECORDS AND REPORTS

SECTION 1 - Directors' Inspection Rights - Members of the Executive

Committee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 2 - Annual Report - An Annual Report shall be available to the Board of Directors not later than ninety (90) days after the close of the corporation's fiscal year to all Directors of the Corporation and, if this Corporation has Members, to any member who requests it in writing.

ARTICLE XI FISCAL YEAR

SECTION 1 - Fiscal Year of the Corporation - 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 XII DISSOLUTION

SECTION 1 - This Corporation may be dissolved with a 2/3's vote of the Board of Directors in a regular meeting.

ARTICLE XIII PARLIAMENTARY PROCEDURE

The current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws or Florida Law.

ARTICLE IXV AMENDMENTS

Any proposed Bylaw amendment or change must be presented to the Board of Directors. These Bylaws may be amended by one-third (1/3) vote of the Members at an Annual or Special Meeting thereof provided that the full text of the proposed amendments shall have been delivered to each Member in the notice of such meeting.