

BYLAWS OF
CHATTAHOOCHEE TRAIL HORSE ASSOCIATION, INC.

a Georgia Not-For-Profit Corporation

ARTICLE I - NAME

The name of the Corporation shall be the “Chattahoochee Trail Horse Association, Inc.” (“CTHA”).

ARTICLE II - CORPORATE SEAL

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word “Seal” enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him/her or by his/her assistants on all appropriate papers.

ARTICLE III - PURPOSES

The purposes for which the Corporation is formed are to promote, advance and support the upgrade and maintenance of publicly owned trails in the Chattahoochee-Oconee National Forest in North Georgia, as well as those trails controlled or governed by other private and public agencies. The organization seeks to encourage and support education of authorized trail users, facilitate the upgrade of existing trails, support construction of new trails and equestrian facilities, and promote continuous maintenance of trails for equestrian purposes, thus effecting considerable physical improvement of existing trails, which are nearly all publicly held.

The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to or will inure to the benefit of its members, trustees, officers or directors except to the extent permitted under the Georgia Nonprofit Corporation Code (O.C.G.A. Section 14-3-202.1). The Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV - BASIC POLICIES

The following are basic policies of the Corporation:

- A. The Corporation shall be noncommercial, non-sectarian, and non-partisan.
- B. The Corporation may cooperate with other organizations and agencies concerned with the promotion of public equestrian trails.

ARTICLE V - OFFICES

CTHA shall have its principal office at 304 N.W. Hawkins Street, Dahlonega, Lumpkin County, GA 30533, or at such other place or places as the Board of Directors shall determine from time to time.

ARTICLE VI - MEMBERSHIP

Section 1 - General. Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Bylaws. Membership in the Corporation shall be available without regard to race, sex, color, creed, or national origin. Only members in good standing of CTHA shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions. CTHA shall have six (6) classes or more of members, whose eligibility and rights shall be determined in accordance with this Section, as amended from time to time by the Board. The designation of such classes and the qualifications of such classes shall be as follows:

Section A - Sponsor Membership. This category is designed to include activity clubs, breed groups, trail groups, professional associations, wholesale and retail businesses, professionals, farms, equine industry supporters, and other businesses which wish to provide financial support of CTHA goals and purposes. Dues for this category of membership shall be established on a flexible, individual basis by the Board of Directors.

Section B - Family Membership. This category shall be open to all families which support the goals and purposes of CTHA. For the purposes of this membership category, a family shall be defined as one or two adults and any children under the age of eighteen (18) living in the same household. Memberships in this category shall be listed in the names of the adult(s) and all adults shall be considered members in good standing for voting purposes. All adults are eligible to hold office, however two adults from the same household (under a family membership) cannot hold office at the same time. Dues for this category of membership shall be established periodically by the Board.

Section C - Individual Membership. This category shall be open to any individual who supports the goals and purposes of CTHA. Dues for this category of membership shall be established periodically by the Board.

Section D - Youth Membership. This category shall be open to any individual seventeen (17) years old or under, who supports the goals and purposes of CTHA. Youth members shall not be entitled to vote, but shall otherwise be entitled to all privileges of membership. Dues for this category of membership shall be established periodically by the Board.

Section E - Subscribing Membership. Subscribing Members shall receive an annual subscription to the CTHA Newsletter. This class of membership carries no voting rights. Dues for this class of membership shall be established periodically by the Board.

Section F - Honorary Membership. Honorary Membership may be conferred upon any person who has given outstanding service and support in promoting the objectives of the CTHA and the term of membership shall coincide with that defined in Section 4 of Section F of this Article. The Board of Directors may from time to time renew such honorary memberships. This class of membership carries no voting rights nor the right to hold office. Election shall be by a 3/4 majority vote of the Board of Directors.

Section 2 - Voting Rights and Right to Hold Office. Except for youth members and subscribing members, each member in good standing of CTHA, regardless of membership category, shall be entitled to one (1) vote on all matters submitted for vote of the members at any regular or special meeting of members of CTHA. A member of CTHA shall be deemed in good standing if the membership fee has been paid for the current membership year.

Sponsor Memberships may name one person from their group who shall have voting rights (one vote) but may not hold office in CTHA. Both adults in a two adult Family Membership shall have voting rights (one vote each) and may hold office in CTHA. However, two adults from the same household in a Family Membership may not hold office or be on the Board of Directors concurrently. Each Individual Membership shall have voting rights (one vote) and also the right to hold office in CTHA. Youth Memberships, Subscribing Memberships and Honorary Memberships of CTHA shall have neither voting rights nor the right to hold office in CTHA.

Section 3 - Termination of Membership. Membership in CTHA shall be terminated:

- (a) Upon resignation of the member; or
- (b) When dues become thirty (30) days overdue, unless prior arrangements have been agreed to by the Board; or
- (c) With or without cause by vote of a majority of the Board present at any meeting at which a quorum is present, provided that the member has been advised in advance of the proposal to terminate membership.

Section 4 - Term of Membership. CTHA shall conduct an annual enrollment of members with the term of membership each year being from April 1 through March 31. However, members may be admitted to CTHA at any time and the Board may elect to prorate such membership dues accordingly.

Section 5 - Membership Dues. The minimum membership dues and/or fees shall be determined by a schedule established by the Board, from time to time. All membership dues shall be payable annually, in advance, with the exception of new members accepted into CTHA after April 1 of each year, in which case the Board reserves the right to prorate membership dues. The Board specifically reserves the right to set additional fees to underwrite special programs and services of CTHA.

Section 6 - Meetings. Membership meetings will be held as follows:

Section A - Regular Meetings. Regular meetings of CTHA shall be held as provided for by the Board of Directors. The place and time of each meeting shall be set by the Board of Directors.

Section B - Annual Meeting. The annual meeting of the members of CTHA shall normally be held in April of each year; provided, however, the Board may alter the date for any reasons determined appropriate by the Board. Notice of the annual meeting of the members shall be mailed not less than twenty (20) nor more than thirty-five (35) days prior to the date of the annual meeting and may be a part of an official publication of CTHA.

Section C - Special Meetings of Members. Special meetings of the members may be called by the President, the Board of Directors, the Executive Committee, or by the members having ten percent (10%) or more of the votes entitled to be cast at a meeting. Any notice of a special meeting shall state the place, day and hour of the meeting and the purpose thereof, and shall be mailed not less than ten (10) nor more than thirty-five (35) days prior to the date of the meeting and may be part of an official publication of CTHA.

Section 7 - Quorum. Five percent (5%) of the voting members in good standing shall constitute a quorum for the transaction of any and all business at any annual or special meeting, and the favorable vote of a majority of such members present in quorum shall be necessary for the determination of any matter, except that a lesser number may adjourn from time to time.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 - Responsibilities. The business and affairs of CTHA shall be managed by its Board of Directors ("Board"), which shall be responsible for the accomplishment of the purposes of CTHA. Consistent with such purposes, the Board may employ an Executive Director, one or more Administrators and such other officers and employees as necessary and, in addition to such other activities as CTHA shall deem to be consistent with its purpose, shall establish such policies as may be consistent with accomplishment of the corporate purposes.

In conjunction with the foregoing, the Board shall appoint such committees and delegate such authority to the committees so appointed as is consistent with these Bylaws, and shall do and perform such other acts as are necessary to carry out the purposes for which CTHA is created.

The duties of the Board of Directors shall be:

- A. To transact necessary business in the intervals between meetings of CTHA and such other business as may be referred to it by CTHA;
- B. To create and appoint committees;
- C. To approve the plans of work of the committees;
- D. To prepare and approve a budget for the fiscal year; and

E. Approve routine bills within the limits of the budget.

Section 2 - Number and Tenure of Board Members. The Board of Directors shall consist of nine (9) members. The Elected Directors shall be elected subject to the following restrictions:

A. Directors shall be elected from the membership in good standing of CTHA; and

B. Directors shall be nominated by the Nominating Committee.

Section 3 - Founding Directors. The Founding Board of Directors of CTHA are those Directors named in the Articles of Incorporation of CTHA and are Larry R. Bruce, Susan W. Bruno, Cynthia R. Groom, Janice G. Halderson, Samuel Earl Mills, II, D. Maxine Rider and Catherine S. Ritch. Two (2) additional Directors shall be elected by the Founding Board of Directors by March 31, 1994 and these Directors along with the seven initial Directors shall constitute the Founding Board of Directors. The Founding Board of Directors shall be divided into three groups of three members and each of these three groups will serve staggered terms of office as outlined in Sections 4, 5, and 6 of this Article.

Section 4 - Founding Board of Directors-Level I. Three members of the Founding Board shall be designated Level I. These Directors shall serve until the annual meeting of members in calendar year 1997.

Section 5 - Founding Board of Directors-Level II. Three members of the Founding Board shall be designated Level II. These Directors shall serve until the annual meeting of members in calendar year 1996.

Section 6 - Founding Board of Directors-Level III. Three members of the Founding Board shall be designated Level III. These Directors shall serve until the annual meeting of members in calendar year 1995.

Section 7 - Term of Office-All Other Elected Directors. All other Elected Directors shall serve for three (3) year terms commencing at the annual meeting immediately following his or her election, with no Elected Director to serve more than two (2) consecutive terms. No Elected Director shall be precluded from serving two (2) such terms by virtue of either (A) having previously filled an unexpired vacated term of any Director or (B) by being one of the Founding Board of Directors whose term expired on or before the 1997 annual meeting of members.

Section 8 - Selection and Election of Directors. Each year in December, beginning in December, 1994, the Nominating Committee shall nominate six (6) candidates. The candidates selected and nominated by the Nominating Committee shall be members in good standing of CTHA. Of the six (6) nominated, three (3) will be elected by ballot mailed to each member entitled to vote. The members will be invited to submit names to the Nominating Committee for consideration, at least thirty (30) days prior to the first meeting of the Nominating Committee, such invitation being expressed by written notice in the last official publication of CTHA preceding December 1. The Nominating Committee shall add to the ballot any names submitted for consideration by more than two and one-half percent (2 ½%) of the voting membership in good standing and

received by the Nominating Committee by the publicized date of their first meeting. Ballots will be printed and circulated to all voting members in good standing. All ballots received by CTHA at its principal office as of the sixtieth day following the date of mailing, shall be tabulated and, the three (3) persons receiving the largest number of votes will be declared elected as Directors to take office during the annual meeting of the Board of Directors.

Section 9 - Vacancies. In the event of a vacancy or vacancies on the Board with respect to a Director, the Board shall fill any vacancy by electing a replacement director recommended by the President, whose term of office shall be for the unexpired term of his predecessor.

Section 10 - Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members for the purpose of electing officers, reviewing and approving a budget for the current fiscal year of CTHA, approving appointments to all committees, and transacting such other business as may come before the meeting.

Section 11 - Regular Meetings. In addition to the annual meeting, the Board of Directors may provide by resolution additional regular meetings of the Board without notice other than such resolution.

Section 12 - Special Meetings. Special meetings of the Board may be called by the President, by the Executive Committee, or by a majority of the members of the Board. Except in cases of emergency, notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally by telephone or sent by mail, telegram or facsimile transmission to each Director at his address as shown by the records of CTHA. Any Director may waive notice of any meeting.

Section 13 - Conduct of Meetings. All meetings of the Board shall be chaired by the President or, in his absence, the Vice President. No proxies shall be voted at any meeting.

Section 14 - Quorum, Voting. A simple majority of the Directors in office at the time of any meeting shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

At all meetings of the Board, each Directors shall have one vote and all decisions of the Board shall be upon a majority vote, unless otherwise specified herein.

Section 15 - Attendance. Any member of the Board who shall fail to attend three scheduled Board meetings in any calendar year shall be removed from the Board, unless he or she presents to the Executive Committee an acceptable excuse for such absences.

Section 16 - Compensation. Members of the Board of Directors, Executive Committee and Officers shall serve without compensation, as such, but may be reimbursed at the discretion of the Board of Directors to cover necessary expense of travel and subsistence when serving the CTHA, except that special remuneration for services rendered by the Secretary and Treasurer may be paid at the discretion of the Board.

Section 17 - Indemnification of Directors. Each person who is or was a director or officer of the CTHA and each person who is or was a director or officer of the CTHA who at the request of the CTHA is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the CTHA, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the CTHA under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of the Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the CTHA may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designed by the CTHA and at the expense of the CTHA.

The CTHA may purchase and maintain insurance on behalf of any such persons whether or not the CTHA would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the CTHA shall provide notice of such payment to the members in accordance with Article XIV of these bylaws.

ARTICLE VIII - OFFICERS

Section 1 - Number. The officers of CTHA shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be designed, from time to time, by the Board of Directors.

Section 2 - Election and Term of Office. All Officers shall be elected by the Board of Directors from the Board's membership at the annual meeting of the Directors. All officers shall be elected for a term of one year beginning at the conclusion of the annual meeting of the Directors. No officer shall be entitled to serve more than two (2) consecutive terms in the same office. Any vacancy shall be filled by the Board for the unexpired portion of the term.

Section 3 - Removal of Officers. Any officer may be removed at any time by a majority vote of the Board of Directors.

Section 4 - Duties. The officers of CTHA shall have the following duties:

Section A - President. The President shall be primarily responsible for (1) presiding at all meetings of the Board and membership; (2) acting as Chairman of the Board, (3) conducting the affairs of CTHA, subject to the laws of the state, the Articles of Incorporation and the Bylaws;

(4) appointing all committees with the approval of the Board; (5) serving as spokesman for CTHA; and (6) performing such other duties as assigned by the Board.

Section B - Vice President. The Vice President shall be primarily responsible for (1) assuming the duties of the President in the absence, disability or death of the President; (2) assisting the President in the conduct of his/her office; and (3) performing such other duties as may be assigned by the Board.

Section C - Secretary. The Secretary shall be primarily responsible for (1) keeping a current copy of all official minutes of meetings of the Board and members, including the Articles of Incorporation, Bylaws and all amendments thereto; (2) maintaining a correct and current list of members; (3) answering correspondence to CTHA and supervising the publication of news to the membership; (4) authenticating records of CTHA; and (5) performing such other duties as pertain to the office of Secretary or as assigned by the Board.

Section D - Treasurer. The Treasurer shall be primarily responsible for (1) receiving and holding or disbursing all funds of CTHA, as authorized by the Board; (2) supervising preparation of an annual budget for approval by the Board; (3) reporting regularly to the Board on the financial condition of CTHA; and (4) performing such other duties as pertain to the office of Treasurer or as assigned by the Board.

Section E - Executive Director. CTHA may, from time to time, employ an Executive Director. The Executive Director shall be the principal employee of CTHA, primarily responsible for all activities of CTHA and shall have such specific duties as shall be assigned by the Board and officers, from time to time. The Executive Director shall be a nonvoting member of the Board of Directors and all committees.

ARTICLE IX - COMMITTEES

Section 1 - General. The Board of Directors may create such standing and special committees as it deems necessary to promote the purposes of the CTHA. Each committee shall be presided over by a chairman. The chairman of each committee shall present a plan of work to the Board of Directors for approval. The President or President's designate, shall be a member ex officio of all committees.

Section 2 - Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members and until his successor is appointed, unless the committee shall be sooner terminated, the committee member resigns, or the committee member is removed by the affirmative vote of the Board.

ARTICLE X - BANK ACCOUNTS AND LOANS

Section 1 - Bank Accounts. Such officers or agents of the CTHA as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the CTHA in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors

may withdraw any or all the funds of the CTHA so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of the CTHA, and made or signed by such officers or agents; and each bank or trust company with which funds of the CTHA are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks of trust companies in which funds of the CTHA are deposited, the signature of the officers or agents of the CTHA so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as herein above provided in the Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the CTHA.

Section 2 - Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the CTHA from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the CTHA on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the CTHA, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE XI - BILLS, NOTES, ETC. - AUTHORIZATION

Section 1 - Authorization. All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of CTHA shall be made in the name of CTHA and if \$250.00 or less to the same payee, shall be signed by the Treasurer or the Secretary and if over \$250.00 to the same payee,

shall be signed by the Treasurer or the Secretary and one (1) other officer or Board Member as the Board shall from time to time by resolution direct.

Section 2 - Limitation of Authority of Officers. No officer or agent of CTHA, either singly or jointly with others, shall have the power to make any note, check, draft, or warrant, or other negotiable instrument, or endorse the same in the name of CTHA, or contract or cause to be contracted any debt or liability in the name and on behalf of CTHA, without the approval of the Board of Directors.

ARTICLE XII - BOOKS AND RECORDS

Section 1 - Books and Records. The officers of CTHA shall keep correct and complete books and records of accounts of CTHA and a record of the names and addresses of all members in good standing, entitled to vote.

Section 2 - Minutes. The officers of CTHA shall keep, or cause to be kept, minutes of all meetings of the members and the Board, and shall keep minutes or other records of all proceedings of the Board and all committees.

Section 3 - Inspection. All books and records of CTHA shall be kept and maintained at its principal office in the State of Georgia and shall be available for inspection by any member of his agent or attorney, at any reasonable time, for any proper purpose.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the CTHA shall be April 1 through March 31.

ARTICLE XIV - NOTICES

Whenever, under the provisions of these Bylaws, notice is required to be given to any director or officer it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each director or officer at such address as appears on the books of the CTHA, or in default of any other address, to such director, officer or member at the general post office in the City of Atlanta, Georgia, and such notice shall be deemed to be given at the time of the same shall thus be mailed. Any director or officer may waive any notice required to be given under these Bylaws.

ARTICLE XV - AMENDMENTS

These Bylaws may be amended by a vote of a majority of the Board.

ARTICLE XVI - DISSOLUTION

The Corporation may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. In the event of the dissolution of the Corporation whether voluntary or involuntary or by operation of law, assets of the Corporation shall not be distributed to any members of the Corporation but after payment of the debts of the Corporation, its property and assets shall be given to a 501(c)(3) charitable organization selected by the Board of Directors.