

**SMITHTOWN HUNT INC.  
BYLAWS, AS AMENDED THIS 15<sup>th</sup> DAY OF JUNE, 2009.**

**ARTICLE I - NAME and SEAL**

1. The name of this Corporation shall be Smithtown Hunt, Inc. (hereinafter referred to as “the Corporation”).

2. The seal of the Corporation shall be circular in form, with the words “Smithtown Hunt, Inc.” along with its date of incorporation in New York in a circle on the face thereof, and the words “Founded 1900” in the center thereof.

**ARTICLE II - MISSION**

The Corporation is organized exclusively for charitable purposes that are beneficial to the public interest of preserving and conserving land, wildlife and their habitats, and protecting the same from development; preserving access to existing natural territory; opening and conserving other natural territory for public use; educating the public to the rich tradition and history associated with riding to hounds on Long Island. The mission of the Corporation is the following:

1. To acquire, manage and to restore land to its natural, undeveloped state and to promote access to natural habitats for the public consistent with safeguarding the same to protect wildlife and its habitats for future generations to cherish and to enjoy;

2. To work in conjunction with various public service groups as well as government agencies to clean public lands by removing pollution, debris and rubbish from these lands and restoring the same to its natural state;

3. To open, clear and map trails for equestrian activities and provide access to these lands for use by the public for their enjoyment consistent with wildlife and habitat conservation

and preservation;

4. To acquire land for creating and preserving new habitats for wildlife on Long Island for the public to enjoy;

5. To contribute funds to and work in conjunction with local educational institutions, nature conservancies and environmental groups to enable them to carry on research to study and preserve wildlife and their habitats on Long Island;

6. To promote and encourage drag/scent hunts, as opposed to live hunts, as a charitable fundraising equestrian event;

7. To study, encourage, promote and engage in the breeding, raising and training of horses, hounds and other animals necessary to promote, preserve and continue the tradition and history of riding to hounds;

8. To make distributions to other charitable organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

9. To raise funds through the solicitation of grants and contributions from the general public and membership and through charitable equestrian events for the realization of said Corporate purposes.

### **ARTICLE III - MEMBERSHIP**

**Section 1. Generally.** The Corporation welcomes as members, without regard to sex, race, religion or ethnic background, all who support its mission and are dedicated to improving the environmental landscape of Long Island. There shall be the following classes of membership:

**(a) Riding Members.** The Riding Members of the Corporation, also known historically as Senior Riding Members, shall be all persons admitted to membership in the Corporation and who have reached their eighteenth (18<sup>th</sup>) birthday by opening hunt in the season in which they intend to hunt, with the exception of Junior Riding Members, as set forth below. The Riding Members shall be selected and admitted to membership by the Masters of Fox Hounds and shall be entitled to participate in all drag hunts. A drag hunt is a comparatively dangerous form of riding and the Corporation is careful to select only those persons for Riding Membership who appear competent enough to ride without causing injury to themselves or to others or to the property upon which the drag hunt is conducted. Each drag hunt is conducted for the sole purpose to raise funds to support the Corporation's charitable mission as set forth in Article II, hereinabove. A prospective Riding Member is any member of the general public who has a horse, is capable of riding appropriately and competently in a drag hunt without causing injury to themselves or to others or to the property upon which the drag hunt is conducted and is willing to support the charitable mission of the Corporation as set forth in Article II, hereinabove. A prospective Riding Member is called a "capper". A capper is not a member. A capper must try out for membership by riding in no more than six drag hunts during the hunting season, during which trial period, the capper is observed by a committee of members appointed by the Masters of Fox Hounds. After observing the trial hunts, the committee will make a recommendation to the Masters of Fox Hounds and the Masters of Fox Hounds will either invite the capper into membership as a Riding Member, or deny membership based upon safety and riding considerations set forth above. Any member of the general public who for safety and riding considerations was denied membership as a Riding Member of the Corporation is still

eligible to become a Non-Riding Member upon submission to the Secretary of an application for membership.

**(1) Riding Member Categories:**

(i) **Full Adult Member** is a Senior Riding Member, as that term is described hereinabove. Senior Riding Members may or may not be awarded “colors”, as that term is historically known, in the sole discretion of the Masters of Fox Hounds.

(ii) **Junior Member** is a Riding Member who has not attained his/her eighteenth (18<sup>th</sup>) birthday by opening hunt in the season in which they intend to hunt. Junior Members may or may not be awarded “colors”, as that term is historically known, in the sole discretion of the Masters of Fox Hounds.

(iii) **Associate Member** is a Senior Riding Member, as that term is described hereinabove. A Senior Riding Member may be an Associate Member for one (1) year only. Associate Members may only ride in six (6) hunts of their choosing and no more. At the completion of six (6) hunts, an Associate Member may continue to ride as a capper for the duration of that season only.

**(b) Non-Riding Members.** The Non-Riding Members of the Corporation shall be any member of the general public admitted to membership in the Corporation who supports the charitable mission of the Corporation as set forth in Article II, hereinabove. The Non-Riding Members are not entitled to participate as riders in any drag hunts sponsored by the Corporation. The Non-Riding Members shall be admitted to membership upon submission to the Secretary of an application for membership.

**Section 2. Application for Membership.** The Board shall establish procedures for

application for admittance to all member classes, including the right to create additional classes of membership provided that the Board approves a proposal establishing an additional class of membership by a two-thirds vote of the Board members present.

**Section 3. Members in Good Standing.** A member in good standing is any member, regardless of their class or category of membership, which has met their financial pledge and donated monies directly to the Smithtown Hunt, Inc. for three (3) continuous years and, in addition, supports the Mission of the Smithtown Hunt, as set forth in Article II, herein.

**Section 4. Right to Vote.** All members in good standing, as that term is described above and regardless of class or category of membership, except Junior Members, who have attained the age of twenty-one (21) years, are eligible to vote for all matters as well as any vacancy on the Board of Directors, if the Board of Directors, in their sole discretion, present such matter or vacancy to the general membership in good standing for vote. Voting shall be in the manner prescribed in Sections 3 and 4 of Article V, herein.

**Section 5. Termination of Membership.** Membership may be terminated in the following manner:

(a) **Resignation.** A member may resign by submitting a written resignation to the Masters of Fox Hounds. Such resignation shall become effective on the date submitted.

(b) **Suspension or Expulsion - Riding Members.** Any Master of Fox Hounds shall have the power to suspend or expel any Riding Member, regardless of category based upon safety and riding considerations and such member shall be reclassified as a Non-Riding Member.

(c) **Suspension or Expulsion – Members.** The Board shall have the power, by a vote of two-thirds of those present at a meeting at which a quorum is in attendance, to suspend or

expel any member in accordance with such rules and regulations relating to such matters as the Board may adopt.

#### **ARTICLE IV – OFFICERS**

**Section 1. Offices, Elections and Terms of Office.** The officers of the Corporation shall be President, Corporate Secretary, Treasurer, General Counsel and Masters of Fox Hounds. All officers of the Corporation shall be members of the Corporation, except for the Masters of Fox Hounds who shall be Full Adult/Senior Riding Members. These officers shall perform the duties prescribed by these Bylaws and shall serve for a five-year term, or until their successors are elected, except for the President who shall serve in such office for the duration of his/her term as a Director and the Masters of Fox Hounds who shall serve for one year at the discretion of the Board. The term of office shall begin at the close of the meeting in which said officer(s) were elected. One person cannot hold the office of Corporate Secretary and Treasurer at the same time.

**Section 2. President.** The President of the Corporation shall be a Director of the Corporation and shall, in addition, be the Chairperson of the Board of Directors. The President shall be chosen from among the Directors and shall be elected by the Board, and shall hold office for the duration of his/her term as a Director or until his/her successor is elected. The President shall preside at all meetings of the Corporation and Board; shall direct the affairs of the Corporation subject to policies established by the Board and unless otherwise provided in these Bylaws, shall appoint all Board committees and shall be an *ex-officio* member of all committees. No member other than the President, the President's designee(s) or the Masters of Fox Hounds is authorized to speak on behalf of the Corporation on matters affecting public policy. The

President may sign and execute all authorized written contracts, deeds, terms of indebtedness, bills, notes, bonds, leases and conveyances made by the Corporation; and shall do and perform such duties as from time to time may be assigned to him or her by the Board.

**Section 3. Corporate Secretary.** The Corporate Secretary shall be elected by the Board and shall hold office for a five-year term until his or her successor is elected. The Corporate Secretary need not be a Director and the same person may not be elected Corporate Secretary and Treasurer. The Corporate Secretary shall take and keep the minutes of all meetings of the members and Directors of the Corporation; shall attend to the giving and serving of notices of the Corporation; may sign contracts only when authorized and directed by the Board and shall affix the seal of the Corporation thereto; shall have charge and custody of the Corporate seal; shall have charge and custody of the records of the Corporation; shall notify the members of Board committees of their election or appointment and shall notify candidates of their election to membership; shall keep a roll of the members of the Corporation and advise the Treasurer of all transfers or changes affecting membership; shall collect and deposit all contributions and other moneys received by the Corporation; and shall perform all the duties incident to the office of Corporate Secretary only when so directed to do so by the Board. The Corporate Secretary shall attend all meetings of the Board for the purpose of recording the minutes of such meetings. The Corporate Secretary, in such capacity, shall have no power to vote at any such meeting of the Board.

**Section 4. Treasurer.** The Treasurer shall be elected by the Board and shall hold office for a five-year term until his or her successor is elected. The Treasurer need not be a Director and the same person may not be elected Secretary and Treasurer. The Treasurer shall have

custody of the funds and securities of the Corporation. The Treasurer shall make disbursements only on direction of the Board, or of officers or committees to who the Board may delegate such authority; shall cause accurate accounts to be kept in the books of the Corporation of all receipts and disbursements; and shall make reports thereof at the annual meetings of the Board, and at other times upon request made by the Board; shall cause the Corporation to file the proper tax returns and such other periodic reports or returns as may be required by governmental bodies; and shall in general perform all the duties incident to the Office of Treasurer, subject to the control of the Board. At the expiration of each fiscal year, the Treasurer shall make a full report of the financial affairs of the Corporation and make the same available for public inspection during normal business hours at the offices of the Corporation if so requested. The Treasurer may attend all meetings of the Board. The Treasurer, in such capacity, shall have no power to vote at any such meeting of the Board.

**Section 5. General Counsel.** The General Counsel shall be elected by the Board and shall hold office for a five-year term until his or her successor is elected. The General Counsel shall be an attorney who is duly licensed and admitted to practice law before the Courts of the State of New York with at least ten years experience in his/her profession. The General Counsel shall not be a Director. The General Counsel shall give legal advice and counsel to the Board, the Directors and to any of the Officers of the Corporation and shall be responsible for reviewing all contracts, deeds, leases, writings, and other matters pertaining to the Corporation, its Directors, Officers and members. The General Counsel shall represent the Corporation in all legal proceedings and shall have the right to select and assign counsel from outside the Corporation (“Outside Counsel”) to represent the Corporation in any legal proceeding or matter,

and such Outside Counsel shall be paid his/her legal fees by the Corporation. Any disbursements or expenses made and/or incurred by the General Counsel on behalf of the business of the Corporation shall be reimbursed and/or refunded to him/her. General Counsel has the right to sit in on all meetings and votes of the Board. All written communications by any Officer, Director or Committee, prior to publication and/or dissemination, are to be approved by General Counsel. General Counsel may attend, observe and/or give counsel at all meetings of the Board and shall be notified of such meetings at the time such notice is provided to all Directors. General Counsel shall have no power to vote at any such meeting of the Board.

**Section 6. Master of Fox Hounds.** The Masters of Fox Hounds (“Master”) shall be elected by the Board annually. No person may hold the position of Master and, at the same time, be a Director. The Master shall conduct and have sole charge of all the equestrian events sponsored by the Corporation in furtherance of its charitable purposes set forth hereinabove and should any committee be formed and/or appointed by the Board for this purpose, the Master shall be the chairperson of such committee with full voting rights; the Master shall be responsible for forming committees and appointing and discharging members thereto to assist him/her in the conduct and furtherance of all the equestrian events; shall obtain the necessary permission from landowners and/or land use administrators to use their property for events; shall appoint and dismiss all personnel and other entities employed to assist with the discharge of his duties and the breeding of the hounds; shall be responsible for breeding the hounds and maintaining a proper pack of hounds; and shall be responsible to invite and expel candidates for Riding Membership. Only the Master and the President, and no other Officer or Director, unless so designated by them, are authorized to speak on behalf of the Corporation on matters

affecting drag/scent hunts and equestrian related activities. The Master shall form a membership committee, and appoint and discharge members thereto, to assist him/her in the review and evaluation of applications for new members. The Master shall appoint a secretary and/or joint secretaries, known as Honorary Secretary(ies) to the Master, to assist him/her in his/her related duties, including, but not limited to, notifying the membership of all corporation sponsored events.

**Section 7. Legal Matters.** The officers of the Corporation shall consult with and seek counsel from the General Counsel in any and all legal matters affecting and/or concerning the Corporation. All written communications by any Officer or Committee are to be approved by General Counsel prior to publication and/or dissemination.

**Section 8. Compensation.** The officers of the Corporation shall serve without compensation.

**Section 9. Resignation.** An Officer may resign by submitting a written resignation to the Board, the President and/or to the Corporate Secretary. Such resignation is effective immediately upon receipt.

## **ARTICLE V – BOARD OF DIRECTORS**

**Section 1. Designation.** The Board of Directors shall be called, and in these Bylaws is referred to as, the Board and it may also be known by its historical name, “The Hunt Committee”. A Director shall be a member of the Board, and in these Bylaws shall be referred to as a Director or by the historical name, “Member of the Hunt Committee”. Directors shall be at least twenty-one (21) years of age. Directors shall serve for such term as decided and announced by the Board of Directors prior to election or appointment to the Board and in no

event for less than one (1) year no more than three (3) years, unless reelected or reappointed. Such terms are to be staggered by the Board.

**Section 2. Eligibility.** Any member in good standing, regardless of his/her class of membership, who has attained the age of twenty-one (21) years by the time of opening hunt for the season in which such election or appointment is to take place, which has met his/her financial pledge and donated money directly to Smithtown Hunt, Inc. for three (3) continuous years and, in addition, demonstrated by his/her actions that he/she endorses and supports the Mission of the Smithtown Hunt as set forth in Article II, herein, may be eligible to sit as a Director on the Board of Directors. As a condition precedent to assuming his/her seat on the Board, such person who has been duly elected and/or appointed to the Board, as hereinafter set forth, must (1) sign a Confidentiality Stipulation in the form prescribed by General Counsel and (2) demonstrate their commitment to the Smithtown Hunt by pledging a full Riding Member's subscription, regardless of the class of membership, at the suggested donation amount in effect for each year that such person remains on the Board. Nothing herein shall be construed to grant full Riding Membership to a member of the board, regardless of his/her pledge; such classification can only be bestowed upon a member by the Masters of Fox Hounds in accordance with Article III(1)(a), herein.

**Section 2. Number of Directors.** The Board shall consist of no less than five (5) and no more than ten (10) Directors who, at the sole discretion of the Board, may either be elected by the general membership in good standing or be appointed by the Board.

**Section 3. Nominating Committee.** In the event that the Board decides to fill a vacancy in its ranks by election from the general membership in good standing, the Board shall then

create a Nominating Committee whose sole purpose is to identify and qualify future board members, but not Masters of Fox Hounds or Chairman of the Board who can only be appointed by the Board. **The Chairman of the Board shall appoint a Chairperson of the Nominating Committee who shall serve for a term of one year.**

**Section 4. Procedure for Election to the Board by the General Membership.** The general membership in good standing shall elect at the election meeting only those eligible candidates that are presented to them by the Nominating Committee for the directorship vacancy(cies) that are announced by the Board. All eligible candidates shall be voted upon by the general membership in good standing at an election meeting of the general membership, the time and place to be announced by the Board in which elections to the Board shall take place. At the election meeting, the general membership shall elect among the eligible candidates which of them will fill the directorship opening(s)) that have been announced by the Board. The eligible candidate(s) having the most votes shall then have been elected to fill the vacancy(cies) that has/have been announced as having been made available by the Board of Directors and to serve a term as announced by the Board prior to election, but in no event for a term less than one (1) year nor more than three (3) years, unless reelected or appointed. Such term shall commence at the time of election. Should an elected Director be unable to serve at the time of such election, then the next highest vote getter from that election, who has not been so elected, shall serve as a Director for that elected Director's term.

(1) **Voting in Person or by Mail.** All eligible candidate(s) shall appear on the ballot. Ballots shall be mailed to all members in good standing who shall, at the direction of the Chairperson of the Nominating Committee, either hand in their ballots at

the election meeting to the Corporate Secretary or mail them to the Corporate Secretary prior to the postmark date as set by the Chairperson of the Nominating Committee, or both. All mailed ballots must be received by the postmark date as set by the Chairperson of the Nominating Committee to be counted and all other ballots must be received by the election date to be counted. Return addresses and the name of the member mailing in their ballot shall appear on the outside of the envelope for identification of the member in good standing or by any other manner as publicized by the Chairperson of the Nominating Committee at the time of distribution of such ballots to the members. Ballots received by mail shall remain sealed and unread until presented to the Corporate Secretary at the election, at which time they shall be opened in the presence of the membership in attendance and handed to the Chairperson of the Board or to his/her designee to be counted. Mailed ballots are to be mailed to:

Corporate Secretary  
Smithtown Hunt, Inc.  
5 Prospect Street  
Central Islip, NY 11722.

**Section 5. Appointments.** The Board shall retain the right to appoint any and all Directors to the Board, in addition to or in lieu of an election by the general membership in good standing. The Board shall have the right to appoint Director(s) who shall be elected at the annual meeting of the Board, with a quorum being in attendance, by a plurality of the votes of members entitled to vote thereat and voting either in person or by proxy. Directors shall serve for a staggered term of no less than one (1) year nor more than three (3) years or until their successors are elected or appointed and qualify. Any vacancy occurring in the membership of the Board not affecting a quorum, may, at the sole discretion of the Board, be filled at a later date

by the remaining Directors by appointment or, at the Board's sole discretion, by an election by the general membership in good standing. Any vacancy occurring in the membership of the Board affecting a quorum, shall be immediately filled by the remaining Directors by appointment or, at the Board's sole discretion, by an election by the general membership in good standing. If a quorum of the Board cannot be obtained to fill such vacancy by reason of the absence, illness or other inability of one or more of the remaining Directors, and such vacancy shall for that reason remain unfilled for a period of six months after the vacancy occurs, then and in that event the remaining Directors, or a majority of them, may appoint a member to fill such vacancy. **With respect to any appointee to the Board, the Board reserves the right to determine whether such appointee has full, restricted or no voting right(s), and if it has been determined that such appointee shall have restricted voting rights, the Board shall determine at the time of such appointment what voting rights such appointee shall have.**

**Section 6. General Powers.** The Board shall exercise all the powers of the Corporation. It shall have complete charge and control of the Corporation, its property and its affairs, including all that is necessary for or incidental to effectuating the charitable purposes set forth hereinabove, or that which is conducive to the furtherance thereof, subject to the restriction imposed by law and by these Bylaws.

In addition to its general authority, the Board shall have power:

(1) to make charitable distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(2) to acquire and to restore land to its natural, undeveloped state and to promote access

to natural habitats for the public consistent with safeguarding the same to protect wildlife and its habitats for future generations to cherish and to enjoy;

(3) to work in conjunction with various public service groups as well as government agencies to clean public lands by removing pollution, debris and rubbish from these lands and restoring the same to its natural state;

(4) to open, clear and map trails for equestrian activities and providing access to these lands for use by the public for their enjoyment consistent with wildlife and habitat conservation and preservation;

(5) to acquire land for creating and preserving new habitats for wildlife on Long Island for the public to enjoy;

(6) to contribute funds to and work in conjunction with local educational institutions, nature conservancies and environmental groups to enable them to carry on research to study and preserve wildlife and their habitats on Long Island;

(7) to promote and encourage drag/scent hunts, as opposed to live hunts, to foster harmony with nature and to preserve existing wildlife whose numbers have been drastically depleted by destruction of their natural habitats by land development;

(8) to study, promote, encourage and engage in the breeding, raising and training of horses, hounds and other animals necessary to promote, preserve and continue the tradition and history of riding to hounds;

(9) to raise funds through the solicitation of grants and contributions from the general public and membership and through equestrian events for the realization of said Corporate purposes;

(10) to hold meetings for the realization of said Corporate purposes.

(11) to borrow money on behalf of and for the purpose of the Corporation, and to authorize and direct the President and the Treasurer and such other officers as it shall, from time to time, designate, to execute, under seal, notes, bonds and other evidences of indebtedness and to sign, execute and deliver a mortgage and mortgages, pledge or pledges of any or all the Corporation's property, real or personal, as security for the payment of the same;

(12) to admit members and to expel or suspend them;

(13) to make rules for its own government and that of the Corporation's members and guests;

(14) to elect the Chairperson of the Board who shall also be the President of the Corporation, the Corporate Secretary, the Treasurer, and the Masters of the Fox Hounds and from time to time such additional officers as it shall deem advisable and to appoint a General Counsel for the Corporation. After nominations for Masters have been made and before the vote is taken, a meeting shall be held with current Masters in good standing at their request to discuss all nominees;

(15) to do all things deemed by it to be necessary or expedient to control and manage the charitable purposes, affairs and property of the Corporation and to protect the interests of its members and the general public.

**Section 7. Compensation.** The members of the Board shall serve without compensation and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Directors shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the charitable purposes set forth hereinabove and to protect, preserve and maintain the affairs and property of the Corporation.

**Section 8. Action by the Board Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action.

**Section 9. Resignation.** A Director may resign by submitting a written resignation to the Board, the President and/or to the Corporate Secretary. Such resignation is effective immediately upon receipt.

**Section 10. Legal Matters.** The Directors of the Corporation shall consult with and seek counsel from the General Counsel in any and all legal matters affecting and/or concerning the Corporation and shall notify General Counsel of all meetings of the Board. General Counsel may attend all Board meetings and cannot be excluded from all or any part thereof. All written communications by any Director or Committee are to be approved by General Counsel prior to publication and/or dissemination.

## **ARTICLE VI - MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of the Board shall be held every year in the month of May at such time and place as shall be fixed by the Chairperson of the Board and designated in a notice that shall be served upon each Director and Officer by mailing the same to the Directors and Officers at their respective addresses, as the same appears upon the records of the Corporation, at least fifteen (15) days before the day set for said meeting.

**Section 2. Special Meetings.** The Board of Directors may hold special meetings whenever called by order of the Chairperson of the Board, or by one-third of the Directors in

office at the time, and the Secretary shall give notice of each special meeting by mailing the same not less than five (5) days before the date set for a special meeting, to each Director and Officer at his/her address as the same appears upon the records of the Corporation, but such notice may be waived in writing by any Director and Officer. No business shall be transacted at a special meeting except that specifically stated in the notice thereof, however, at any meeting of which every Director shall be present and waive notice, any business may be transacted.

**Section 3. Quorum.** A majority of the elected/appointed directors who are sitting on the Board shall constitute a quorum for the transaction of business at any meeting. If at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting.

**Section 4. Voting.** Any Director may vote in person or by proxy. A Director is deemed present at any meeting in which he or she is in telephone communication with the Board at the time and place in which the Board has convened for any regular and/or special meetings and may exercise his or her vote over the telephone. In the event of a tie vote, the Chairperson shall cast the deciding vote.

**Section 5. Absence from Meetings.** Any Director who shall be absent from three (3) consecutive meetings of the Board, without satisfactory reasons being given, may be deemed to have tendered his/her resignation as a Director of the Board and from any office or committee chairmanship which he/she may hold which is dependent upon his/her membership in the Board; and such Director's place may be declared vacant by the Board and the vacancy filled as in other cases. Only the Chairperson of the Board may appoint a designee from among the Directors to act as a surrogate Chairperson in his or her absence at any meetings and to exercise all voting

rights thereat.

## **ARTICLE VII - ANNUAL REPORT**

The Board shall present at the annual meeting of the Voting Members of the Corporation a written report, verified by the Chairman and the Treasurer, or by a majority of the Directors, or certified by an independent public or certified public accountant or certified public account, or a firm of such accountants selected by the Board, showing in appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting.

(2) The principal changes in asset liabilities, including trust funds, during said fiscal period.

(3) The revenue of receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period.

(4) The expenses, disbursements, donations and expenditures of the Corporation, for both general and restricted purposes during said fiscal period.

(5) The whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition;

(6) The charitable contributions made to the Corporation;

(7) The charitable distributions made by the Corporation to other IRS 501(c)(3) charitable entities, including the type and amount of donation and manner in which it was made;

(8) The assets, expenses, disbursements and expenditures of the Corporation in fundraising activities;

(8) The mortgages, notes, bonds and other evidences of indebtedness of the Corporation, pledge or pledges of any or all the Corporation's property, real or personal, as security for the payment of the same;

(9) The number of members of the Corporation of all classes as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found. Said report shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceeding of such annual meeting.

### **ARTICLE VIII - MEMBERSHIP FEES AND DUES**

There shall be no membership fees and dues. Members are encouraged, but not required, to make voluntary contributions and pledges to support the mission of the Corporation.

### **ARTICLE IX - COMMITTEES**

**Section 1. Established by the Board.** The Board may from time to time establish and abolish committees, subject to the terms of this Article.

**Section 2. Established by President.** There shall be such committees as the President in the President's discretion may establish, or as the Board may direct the President to establish. The President shall appoint members to serve on such committees for terms not extending beyond the duration of the President's term, unless otherwise directed by the Board.

**Section 2. Established by the Masters of Fox Hounds.** There shall be such committees as the Masters of Fox Hounds' discretion may establish. The Masters of Fox Hounds shall appoint members to serve on such committees for terms not extending beyond the duration of one year.

**Section 3. Vacancy.** In the event of a vacancy on any committee, the members of which are elected by the Board, the President may fill such vacancy with any eligible member as provided for in these Bylaws, until the next regularly scheduled meeting of the Board. In the event of a vacancy on any committee, the members of which are appointed by the Masters of Fox Hounds, the Masters of Fox Hounds may fill such vacancy, in their sole discretion, with any eligible member.

## **ARTICLE X – AMENDMENTS**

**Section 1. Procedure.** These Bylaws may be amended by the Board at the annual or a special meeting, at which a quorum is present, by a two-thirds vote of the Directors who are present and voting.

**Section 2. Notice.** An amendment must be proposed in writing to the members of the Board prior to the meeting at which the amendment will be considered. Proposed amendments in written form shall be circulated by the Secretary by deposit in the United States mail to all of the Directors not less than fifteen (15) days prior to the meeting at which the amendment will be considered and the notice shall specify the date and time of such meeting.

**Section 3. By Written Consent.** Amendments may further be made by resolution adopted by the written consent of all Directors, pursuant to Article V, Section 6.