

ARTICLE I

NAME

The name of this corporation shall be and is the Soldotna Equestrian Association, Inc.

ARTICLE II

MEMBERSHIPS AND DUES

Section 1 MEMBERSHIP: Membership shall be of three distinctions:

Adult Membership: individual persons age 18 years and up

Youth Membership: individual persons age 1-17 years

Family Membership: to include parents & children of a family under one roof

Section 2 DUES: Yearly membership dues shall be as follow:

Adult Membership: \$50.00

Youth Membership: \$20.00

Family Membership: \$120.00

Section 3 ASSESSMENTS: No member shall be subject to any assessments, or liable in any way by reason of membership on the corporation.

Section 4 PROPERTY RIGHTS: This Corporation does not contemplate pecuniary gain or profit to the members thereof. Upon dissolution of this corporation any assets remaining after payment of all obligations and debts shall be distributed by the last Board of Directors to any charity or charities selected by said Board of Directors, but none of such assets shall be distributed to any member of this corporation.

Section 5 VOTING PRIVILEGE: Current members in good standing, ages 12 to adult, of this corporation shall have the privilege of voting at corporation elections. To hold office, members must be 18 years of age. Any votes cast in accordance with this section shall be made in person and proxy votes are prohibited.

ARTICLE III

CALENDAR YEAR

The corporation shall conduct its affairs on a seasonal calendar year basis, to begin on April 1 and end on March 31 of the following year.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 NUMBER: The Board of Directors shall consist of ten (10) members who must be elected as provided in these By-Laws, with the exception of the first Board of Directors. The By-Laws may be amended at any time, as hereinafter provided, to change the number of directors.

Section 2 TERMS: The members of the Board of Directors shall serve for a period of two years, beginning March 1st of the year of the election.

Section 3 ELECTIONS:

- A. ELECTION: The members of the Board of Directors shall serve for a period of two years with elections being held at the annual elections meeting of this corporation. An elections meeting of the general membership shall be held annually in the first quarter of each year for the purpose of electing Board members of the corporation. This meeting may coincide with the annual general membership meeting outlined in Article VII of these By-Laws.
- B. SEATS: Elections on even years will be for 5 positions (A Seats). Elections on odd years will be for the remaining 5 positions (B Seats).
- C. NOMINATIONS: In January, an announcement will be posted to the website and social media asking for volunteers and/or nominations for board positions. Nominees must accept the nomination to be listed on the ballot.
- D. VOTING: Any votes cast for Directors by members at said annual meeting shall be made in person, and proxy votes are prohibited.

Section 4 VACANCIES:

- A. Any vacancy in the Board of Directors caused by death, resignation, or any due cause shall be filled by an appointment by a majority of the remaining members of the Board of Directors. Any member of the corporation so appointed shall serve the balance of the predecessor's term until the election and qualification of the successor.
- B. A Board Member missing three consecutive meetings may be replaced by the board. That board member has the right to appeal to the Board of Directors in writing within 10 days, in the case of extenuating circumstance.
- C. Any Board Member who is dismissed by the Board of Directors for any reason has the right to ask that his/her case be brought before the general membership for a vote for reassignment to the Board. The vote of the general membership will abide.

Section 5 QUORUM: Any five members of the Board of Directors shall constitute a quorum for the transaction of any and all business which may come before it.

Section 6 POWERS:

- A. The corporation powers of this corporation shall be vested in the Board of Directors. The Board of Directors shall have general charge of the affairs, funds and property of the corporation, and shall have full power, and it shall be their duty to enforce the By-Laws.

BY-LAWS of the SOLDOTNA EQUESTRIAN ASSOCIATION, INC.

- B. The Directors shall have power and authority to expel any member from the association or the Board of Directors for cause such as they deem sufficient, including: delinquency in the payment of dues, dishonorable conduct, and other conduct which violates the corporation's rules of conduct.
- C. Any Director may expel a member or non-member from the grounds if the person has acted in a manner that dishonors the corporation.
- D. By a majority vote, the Directors shall have the power to incur indebtedness within the limits fixed by the corporation law of the State of Alaska. The terms and amount of such indebtedness shall be entered in a cash book or electronic database of the corporation, and reported at the next meeting of the Board of Directors and entered in the minutes of such meeting.
- E. The Directors shall have the power to call special meetings of the general membership when a majority of the Directors shall deem it necessary. The Directors must call a special meeting of the general membership at any time upon the written request of as many as 25% of the general membership in good standing.

Section 7 DUTIES OF DIRECTORS:

- A. Conduct, manage and control the affairs & business of the corporation. The directors will publicize and enforce rules consistent with the laws of the State of Alaska and the By-Laws of this corporation.
- B. Keep a complete record of all of their minutes and acts of all proceedings of the members. Directors will present a full statement showing the assets, liabilities, and the condition of the affairs of the corporation at the semi-annual meetings of the members.
- C. The Directors shall, be resolution duly considered, regularly passed and recorded in the minutes of their meeting, designate the manner in which checks on any bank account of the corporation shall be signed, as well as the form of the endorsement of the corporation to be placed upon the checks or other instruments for the purpose of deposit.
- D. Two members shall be designated as appointed Members in Charge, to oversee the GAMING PERMIT, for use of raffles. All proceeds from raffles shall be used for the corporation, as voted on by the Directors. Upon the dissolution of the organization, the disposition of net proceeds from charitable gaming conducted under AS 05.15, shall go to a charitable organization as defined as AS 05.15 or another qualified organization that is authorized to conduct an activity under AS 05.15.
- E. Following the annual elections meeting, the outgoing Board of Directors will provide all paperwork and any necessary training to the incoming Board of Directors before their new terms begin.

ARTICLE V
OFFICERS

Section 1 OFFICERS: The officers of the corporation shall be: President, Vice President, Secretary, and Treasurer. They shall be elected from and by the Board of Directors at the first board meeting following the annual election. The officers shall hold office for a period of one year and until their successor(s) is/are elected and qualified.

Section 2 PRESIDENT: The president shall be the chief executive officer of the corporation and shall preside at all meetings of the Board of Directors and the membership, and shall perform such other duties as may be prescribed from time to time by the Board of Directors. The president is a non-voting board member, and only votes in the need of a tie breaker.

Section 3 VICE-PRESIDENT: In the absence of the president, the vice-president shall have the power and shall perform the duties of the president and such other duties as may be prescribed by the Board of Directors.

Section 4 SECRETARY: The secretary shall keep a record of the minutes of all general membership and Board of Directors meetings. The secretary shall be responsible for the correspondence of the corporation, and will assist the treasurer with monies of the corporation.

Section 5 TREASURER: The treasurer shall receive or under his or her supervision cause to be received all monies of the corporation. Disbursements characterized as ordinary and current shall be disbursed by the treasurer or an agent upon authorization of any two of three elected officers of this corporation. Treasurer will present financial statements to the Board of Directors summarizing monies spent since last meeting. In odd years, the treasurer will be responsible for renewing the corporation entity with the State of Alaska.

Section 6 VACANCIES: All vacancies in the officers of the corporation shall be filled by the Board of Directors and those so appointed shall serve the balance of the normal term of the vacant officer.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1 REGULAR MEETINGS: Regular meetings of the Board of Directors, unless otherwise designated by a majority vote of the Directors, shall be held at least quarterly at a time and place to be designated by the president. Any board member may call said meetings. The incoming and outgoing Board of Directors shall meet immediately following the annual elections meeting.

Section 2 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called at any time by any board member. Reasonable notice must be provided, and the proposed agenda must be expressed.

Section 3 VALIDITY: The transaction at any meeting of the Board of Directors shall be as valid, provided a quorum be present.

ARTICLE VII

MEETINGS OF GENERAL MEMBERSHIP

Section 1 REGULAR MEETINGS: Meetings of the general membership shall be held at least annually, and at such times and places as designated by the Board of Directors. An election of the general membership shall be held in the spring each year for the purpose of electing Board members of the corporation. In January, an announcement will be posted to the website and social media asking for volunteers and/or nominations for board positions. Nominees must accept the nomination to be listed on the ballot. Any votes cast for Directors by members at said annual meeting shall be made in person, and proxy votes are prohibited.

Section 2 SPECIAL MEETINGS: Special meetings of the general membership may be called at any time if 25% of the membership requests this, in writing. Reasonable notice must be provided, and the proposed agenda must be expressed.

ARTICLE VIII

CONSTRUCTION OF BY-LAWS

Section 1 CONSTRUCTION: On all questions arising as to the construction of the meaning of the By-Laws, the decision of the Board of Directors shall be final unless rescinded by the members of the corporation at an annual meeting or at a special meeting called for that purpose.

ARTICLE IX

AMENDMENT OR REPEAL OF BY-LAWS

Section 1 AMENDMENTS:

- A. Power to amend, appeal and/or adopt By-Laws is hereby delegated to the Board of Directors to be exercised under the following conditions:
- B. Any amendments, appeals or additions to these By-laws must pass by a majority vote of the Board of Directors. These shall be set forth in a copy of By-Laws intended to be amended, showing the proposed amendments. An electronic copy of these proposed By-laws shall be publicly posted.
- C. Any member that opposes the proposed By-laws must submit their opposition in writing to the secretary within 10 days of public posting. If at least 25% of the general membership notifies the secretary that they object to the proposed By-Laws, then the proposed By-Laws shall not be made except upon a vote of the general membership at a special meeting.
- D. At any time, a member in opposition may provide a written withdrawal of objection to the secretary. If the number of objecting members drops to less than 25% of the

BY-LAWS of the SOLDOTNA EQUESTRIAN ASSOCIATION, INC.

general membership, the proposed By-laws shall abide at the conclusion of the 10-day period.

- E. If no additional objections to the proposed By-laws are filed with the secretary within the said period of 10 days, the proposed By-Laws will abide.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

Section 1: AMENDMENT: Power to amend the Article of Incorporation is hereby delegated to the Board of Directors to be exercised under the same conditions as are set forth in Article IX for the repeal and amendment of By-Laws and the adoption of new By-Laws.

Section 2: CERTIFICATION: The undersigned secretary certifies that the within By-Laws have been adopted on April 21, 2023.



Samantha Lopez

SEA Secretary