

FIRST AMENDED AND RESTATED
BYLAWS
OF
EQUINE DISTANCE RIDING ASSOCIATION,
A Nonprofit Corporation

SECTION 1
PURPOSE OF THE CORPORATION

The purpose or purposes for which this corporation (the “Corporation”) is organized in general is as follows:

- 1.1 The Corporation is organized exclusively for fostering national or international amateur sports competition under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 1.2 Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Said purpose is more specifically to:

- 1.3 promote, at all levels and to all members, safe, competitive equine distance riding events and experiences;
- 1.4 provide education to members regarding the care and training of distance riding equines;
- 1.5 maintain and promote a robust mentoring program that supports the development of equines, riders and ride managers to their maximum capabilities;
- 1.6 protect equine and rider by providing veterinarians at each ride to examine the equine to provide professional opinion as to the equine’s ability to carry on the ride without injury;
- 1.7 endorse rides of not less than 25 miles nor more than 100 miles to be completed in one day; and
- 1.8 provide support and assistance to ride managers in organizing a ride location and routes.

SECTION 2

MEMBERS AND MEMBERS' MEETINGS

2.1 Members. Upon payment of the annual dues established by the Board of Directors, an individual shall become a member until December 31 of the year the dues are paid. The member shall be issued a membership card with a membership number. The Corporation shall have two classes of members. Adult members are those who are 18 years of age and over. Youth members are those who are 17 years of age and under. Only Adult members are entitled to vote.

2.2 Elections. Elections will be held during the months of January or February for the membership to elect directors to fulfill the duties set forth in Section 3. Elections may be held electronically or in any manner at the option of the Board of Directors. The directors' qualifications and number are as set forth in paragraph 3.1.

2.2 Annual Meeting. The annual meeting of the members of the Corporation shall be held each year at the annual conference or at some other place either within or without the State of Washington as designated by the Board of Directors, on the last Saturday of March, or on such other day and time as may be set by the Board of Directors. The purpose of the meeting shall be for the transaction of any business that may properly come before the meeting.

2.3 Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the Board of Directors, the President, or a majority of the Board of Directors. The meetings shall be held at such time and place as the Board of Directors may prescribe, or, if not held upon the request of the Board of Directors, at such time and place as may be established by the President or by the Secretary in the President's absence. Only business within the purpose or purposes described in the meeting notice may be conducted.

2.4 Notice of Meetings. Notice of the place, date and time of the annual members' meeting and notice of the place, date, time and purpose or purposes of special members' meetings shall be delivered not less than 10 or more than 50 days before the date of the meeting, either (i) by tangible medium transmitted by mail, private carrier, personal delivery, telephone, wire or wireless equipment which transmits a facsimile of the notice, (ii) by electronic transmission in accordance with applicable law, or (iii) in any other manner approved by law, by or at the direction of the President or the Secretary, to each shareholder of record entitled to notice of such meeting. Notice given in accordance with the foregoing shall be effective when and as provided under applicable law.

2.5 Waiver of Notice. Except where expressly prohibited by law or the Articles of Incorporation, notice of the place, date, time and purpose or purposes of any members' meeting may be waived by any members at any time, either before or after the meeting. Such waiver may be provided by the shareholder to the Corporation either (i) in an executed and dated written record or (ii) if the Corporation has designated an address, location or system to which such waiver may be electronically transmitted and such waiver is electronically transmitted to such designated address, location, or system in an executed and dated electronically transmitted record. Attendance at the meeting in person or by proxy waives objection to lack of notice or defective notice of the meeting unless the shareholder at the beginning of the meeting objects to holding the meeting or

transacting business at the meeting. A shareholder waives objection to consideration of a particular matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

2.6 Telephone Meetings. Members may participate in a meeting of members by means of a conference telephone or any similar communications equipment that enables all persons participating in the meeting to hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

2.7 Quorum and Voting. Adult members who have paid annual dues for the current year confirmed by the Treasurer are entitled to vote at any meeting. The presence in person or by proxy at a meeting shall constitute a quorum of members for that matter.

2.8 Adjourned Meetings. If a members' meeting is adjourned to a different place, date or time, notice need not be given of the new place, date or time if the new place, date or time is announced at the meeting before adjournment. When a determination of members entitled to vote at any meeting of members has been made as provided in these Bylaws, that determination shall apply to any adjournment thereof, unless Washington law requires fixing a new record date. If Washington law requires that a new record date be set for the adjourned meeting, notice of the adjourned meeting must be given to members as of the new record date. Any business may be transacted at an adjourned meeting that could have been transacted at the meeting as originally called.

2.9 Proxies. A member may appoint a proxy to vote or otherwise act for the member by (i) executing a writing authorizing another member to act for the member as proxy, or (ii) transmitting or authorizing the transmission of an electronic transmission which contains or is accompanied by information from which it can be reasonably verified that the transmission was authorized by the member. The Corporation shall require the holders of proxies by transmission to provide to the Corporation copies of the transmission and the Corporation shall retain copies of the transmission for at least 60 days after the election. The appointment shall be valid only for that meeting.

2.10 Conflict Resolution Committee. The membership shall elect members to the Conflict Resolution Committee consisting of three members in good standing with no current disciplinary actions on record. The Chairman of the Committee must have at least 10 years of experience participating in rides of 50 miles or farther with a minimum of 1,000 total accumulated miles. All other members must have at least 1,000 total accumulated miles.

2.11 Membership Interests Nontransferable. Membership interests may not be transferred to another party for value or otherwise. Upon resignation of the membership, dues are nonrefundable.

SECTION 3
BOARD OF DIRECTORS

3.1 Number and Qualification. The business affairs and property of the Corporation shall be managed under the direction of a Board of Directors. Each director shall be a member of the Corporation. The number of directors is nine, consisting of five adults, one youth or adult if a youth is not available, the president, the vice president and the immediate past president. The immediate past president will be required to serve as a director only one year after leaving office. In the event the president is reelected, then one more adult director will be added to the Board of Directors. The Board of Directors may increase or decrease this number by resolution. A decrease in the number of directors shall not shorten the term of an incumbent director.

3.2 Election – Term of Office. The directors shall be elected by the members at each annual members' meeting or at a special members' meeting called for such purpose. Despite the expiration of a director's term, the director continues to serve until his or her successor is elected and qualified or until there is a decrease in the authorized number of directors.

3.3 Vacancies. Except as otherwise provided by law, vacancies in the Board of Directors, whether caused by resignation, death, retirement, disqualification, removal, increase in the number of directors, or otherwise, may be filled for the remainder of the term by the members. The term of a director elected to fill a vacancy expires at the next members' meeting at which directors are elected. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

3.4 Quorum and Voting. At any meeting of the Board of Directors, the presence in person (including presence by electronic means such as a telephone conference call) of a majority of the number of directors presently in office shall constitute a quorum for the transaction of business. Each member of the Board shall have one vote, including the President and Vice-President. A member of the Board who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action taken unless: (a) the director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or to transacting business at the meeting; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation within a reasonable time after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

3.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place, date and time as shall from time to time be fixed by resolution of the Board of Directors.

3.6 Special Meetings. Special meetings of the Board of Directors may be held at any place and at any time and may be called by the President, Vice President, or any two or more directors.

3.7 Notice of Meetings. Any regular meeting of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Any special meeting of the Board of Directors must be preceded by at least two days' notice of the date, time, and place of the

meeting, and its purpose. Notice may be given either (i) orally, (ii) by tangible medium transmitted by mail, private carrier, personal delivery, telephone, wire or wireless equipment which transmits a facsimile of the notice, (iii) by electronic transmission in accordance with applicable law, or (iv) in any other manner allowed by law. Oral notice shall be sufficient only if a record of such notice is included in the Corporation's minute book. Notice given in accordance with the foregoing shall be effective as provided by applicable law. Notice of any meeting of the Board of Directors may be waived by any director at any time. The waiver shall be set forth either (i) in an executed record or (ii) if the Corporation has designated an address, location, or system to which waiver may be electronically transmitted and the waiver is electronically transmitted to the designated address, location, or system in an executed electronically transmitted record. The waiver shall be delivered to the Corporation for inclusion in the minutes, either before or after the meeting. Attendance or participation by a director at a meeting shall constitute a waiver of any required notice of the meeting unless the director promptly objects to holding the meeting or to the transaction of any business on the grounds that the meeting was not lawfully convened and the director does not thereafter vote for or assent to action taken at the meeting.

3.8 Committees of the Board of Directors. The Board of Directors, by resolutions adopted by a majority of the directors in office, may create from among the corporation membership one or more committees. Each such committee shall serve at the pleasure of the Board of Directors. Each committee of the Board of Directors may exercise the authority of the Board of Directors to the extent provided in its enabling resolution and any pertinent subsequent resolutions adopted in like manner, provided that the authority of each such committee shall be subject to applicable law. Each committee of the Board of Directors shall keep regular minutes of its proceedings and shall report to the Board of Directors when requested to do so.

3.9 Telephone Meetings. Members of the Board of Directors or of any committee appointed by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

3.10 Stewards. For each sanctioned ride, the board of directors shall appoint a steward to attend the ride to provide assistance to the ride manager with resolving any disputes occurring at the ride.

SECTION 4

OFFICERS

4.1 Officers Enumerated-Election. The officers of the Corporation shall consist of such officers and assistant officers as may be designated by resolution of the Board of Directors. The officers shall include a President, a Vice President, a Secretary, a Treasurer, and any assistant officers. The President and Vice President shall hold office at the pleasure of the membership. The Secretary and Treasurer shall be appointed by the President. The President may appoint the Secretary and Treasurer from the members of the elected directors, but is not required to appoint

an elected director to such office. If the Secretary or Treasurer is not an elected director, the Secretary or Treasurer shall not be entitled to vote at any meeting of the Board of Directors.

4.2 Qualifications. All of the officers of the Corporation must be a member. Any two or more corporate offices may be held by the same person.

4.3 Duties of the Officers. Unless otherwise prescribed by the Board of Directors, the duties of the officers shall be as follows:

President. The President shall exercise the usual executive powers pertaining to the office of President. The President shall preside at meetings of the Board of Directors and of the members and perform such other duties as the Board of Directors may from time to time designate.

Vice President. The Vice President shall perform such duties as the Board of Directors may from time to time designate. In addition, the Vice President shall act as President in the absence or disability of the President.

Secretary. The Secretary shall be responsible for and shall keep, personally or with the assistance of others, records of the proceedings of the directors and members; authenticate records and elections of the Corporation; and perform such other duties as the Board of Directors may from time to time designate.

Treasurer. The Treasurer shall have the care and custody of, and be responsible for, all funds of the Corporation and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall collect dues and keep a current list of the membership and issue membership cards to members.

4.4 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

4.5 Removal. Any officer may be removed by action of the Board of Directors with or without cause, but any decision to remove an officer shall be submitted to the membership for a vote. The membership may ratify the removal of an officer by a majority of the membership who chooses to vote. The membership may remove an officer by presentation of a petition to remove signed by 45% of the membership. Said petition shall be presented to the Board of Directors for ratification by a majority of the board. The officer subject to the petition, if a board member, may not vote at that meeting.

SECTION 5

BOOKS, RECORDS AND REPORTS

5.1 Records of Corporate Meetings, Accounting Records and Share Registers. The Corporation shall keep, as permanent records, minutes of all meetings of the Board of Directors and members, and all actions taken without a meeting, and all actions taken by a committee

exercising the authority of the Board of Directors. The Corporation or its agent shall maintain, in a form that permits preparation of a list, a list of the names and addresses of its members, in alphabetical order. The Corporation shall also maintain appropriate accounting records, and at its principal place of business shall keep copies of: (a) its Articles of Incorporation or restated Articles of Incorporation and all amendments in effect; (b) its Bylaws or restated Bylaws and all amendments in effect; (c) minutes of all members' meetings and records of all actions taken without meetings for the past three years; (d) the year-end balance sheets and income statements for the past three fiscal years, prepared as required by Washington law; (e) all communications to members generally in the past three years; (f) a list of the names and business addresses of its current officers and directors; and (g) its most recent annual report to the Secretary of State.

5.2 Copies of Corporate Records. Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or members.

5.3 Mileage Records. The corporation shall appoint a mileage secretary to keep accurate records of mileage accrued by members and equines. These records shall be available to the membership on the corporation's web page.

5.4 Points and Awards. The corporation shall appoint a points secretary to keep accurate records of points earned by each member and equine in order to determine eligibility for year end awards.

5.5 Examination of Records. A member shall have the right to inspect and copy, at the member's expense, during regular business hours at the principal office of the Corporation, in person or by his or her attorney or agent, the corporate records referred to in the last sentence of Section 5.1 of these Bylaws if the member gives the Corporation notice of the demand at least five business days before the date on which the member wishes to make such inspection. In addition, if a member's demand is made in good faith and for a proper purpose, a member may inspect and copy, during regular business hours at a reasonable location specified by the Corporation, excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors, records of actions taken by the Board of Directors without a meeting, minutes of members' meetings held or records of action taken by members without a meeting not within the past three years, accounting records of the Corporation, or the record of members; provided that the member shall have made a demand describing with reasonable particularity the member's purpose and the records the member desires to inspect, and provided further that the records are directly connected to the member's purpose. This section shall not affect any right of members to inspect records of the Corporation that may be otherwise granted to the members by law.

5.6 Financial Statements. Not later than four months after the end of each fiscal year, or in any event prior to its annual meeting of members, the Corporation shall prepare a balance sheet and income statement in accordance with Washington law. The Corporation shall furnish a copy of each to any member upon request. Such request shall be set forth in either (i) a written record or (ii) if the Corporation has designated an address, location, or system to which such request may be electronically transmitted and such request is electronically transmitted to the Corporation such designated address, location, or system in an electronically transmitted record.

SECTION 6
FISCAL YEAR

The fiscal year of the Corporation shall be on a calendar year.

SECTION 7
CORPORATE SEAL

The corporation may adopt a seal for the Corporation.

SECTION 8
RULES AND PROCEDURES

The Board of Directors may adopt rules to govern competition, rides, care of equines at endorsed rides, requirements of members to enter competition, and education of members and may update the rules from time to time. In addition, the Board of Directors may adopt rules of procedure for any meetings of members or directors to the extent not inconsistent with law, the Corporation's Articles of Incorporation, or these Bylaws, as they are in effect from time to time. In the absence of any rules of procedure adopted by the Board of Directors, the President shall establish the procedures for any meeting.

SECTION 9
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

9.1 Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

9.2 Loans to Corporation. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

9.3 Checks. Checks, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer of officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

9.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 10

EARNINGS AND DISSOLUTION

10.1 Earnings. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).

10.2 Dissolution. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECTION 11

AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the Corporation, subject to the power of the members of the Corporation to change or repeal the Bylaws.

Date Bylaws Adopted: January 13, 2025