

October 13, 2021
AMENDED AND RESTATED BYLAWS

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SMOKE RISE RIDING CLUB, INC.

**A Nonprofit Corporation Organized Under
the New Jersey Nonprofit Corporation Act**

(herein called the "Corporation")

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ARTICLE I

Members

Section 1.01. Annual Meeting. The Board of Trustees by resolution shall designate the time, place and date (which shall be, in the case of the first annual meeting, not more than 13 months after the organization of the Corporation and, in the case of all other annual meetings, not more than 13 months after the date of the last annual meeting) of the annual meeting of the Members for the election of Trustees and the transaction of such other business as may come before it. Any meeting can be conducted by telephone or similar communications equipment so long as all of the members participating can hear and speak to each other.

Section 1.02. Special Meetings. Special meetings of the Members, for any purpose or purposes, may be called at any time by the Chairman of the Board of Trustees, the President, the Vice President, the Treasurer or the Secretary/Publicist or by resolution of the Board of Trustees. Any meeting can be conducted by telephone or similar communications equipment so long as all of the members participating can hear and speak to each other.

Section 1.03. Notice of Meetings of Members. Whenever Members are required or permitted to take any action at a meeting, written notice of the meeting shall be given (unless that notice shall be waived) which shall state the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. The written notice of any meeting shall be given, personally, by electronic mail or by mail, not less than 14 nor more than 60 days before the date of the meeting to each Member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, postage prepaid, directed to the Member at his/her address as it appears on the records of Corporation.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting.

Section 1.04. Quorum. At all meetings of the Members, representing a majority of the votes entitled to vote thereat, present in person or by proxy, shall constitute a quorum for the transaction of any business.

When a quorum is a once present to organize a meeting, it is not broken by the subsequent withdrawal from the meeting of any Members.

The Members present may adjourn the meeting despite the absence of a quorum and at any such adjourned meeting at which the requisite number of Members shall be represented, the Corporation may transact any business which might have been transacted at the original meeting had a quorum been there present.

Section 1.05. Method of Voting. The vote upon any question before the meeting need not be by ballot. All elections and all other questions shall be decided by a plurality of the votes cast, at a meeting at which a quorum is present, except as expressly provided otherwise by the New Jersey Nonprofit Corporation Act, as the same may be amended from time to time, or the Certificate of Incorporation.

Section 1.06. Classes of Members; Voting Rights of Members and Proxies. The Corporation shall have three classes of Members: Family Members, Individual Members and Junior Members. Each Member of record entitled to vote in accordance with the laws of the State of New Jersey, the Certificate of Incorporation or these Bylaws, shall at every meeting of the Members be entitled to two votes in the case of Family Members, or one vote in the case of Individual or Junior Members, in person or by proxy, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period. Junior Members may only vote through their parent or legal guardian. The Secretary may impose reasonable rules to govern the voting procedures for parents and legal guardians so that they can vote for Junior Members.

Section 1.07. Fixing Date for Determination of Members of Record. In order to determine the Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or for the purpose of any other lawful action, the Board of Trustees may fix, in advance, a record date, which shall not be more than sixty nor less than 14 days before the date of such meeting, nor more than 60 days prior to any other action. If no record date is fixed by the Board of Trustees, the record date shall be determined in accordance with the provisions of New Jersey Nonprofit Corporation Act.

Section 1.08. Dues and Fees. Membership dues for each class of Members shall be established by the Board of Trustees and communicated to the Members annually. Dues shall be payable by March 31 of each year.

The Board of Trustees shall establish such fees and charges for participation in activities of the Corporation as it may in its discretion deem appropriate.

ARTICLE II

Trustees

Section 2.01. Management of Affairs. The affairs of the Corporation shall be managed by its Board of Trustees.

The Board of Trustees, in addition to the powers and authority expressly conferred upon it herein, by statute, by the Certificate of Incorporation of the Corporation or otherwise, is hereby empowered to exercise all such powers as may be exercised by the Corporation (including, but not limited to adopting a code of conduct and other rules and regulations that will be binding on all members and their parents and guardians), except as expressly provided otherwise by the statutes of the State of New Jersey, by the Certificate of Incorporation of the Corporation or by these Bylaws.

Section 2.02. Qualifications and Number of Trustees. Trustees must be Members. The number of Trustees which shall constitute the whole Board of Trustees shall be seven, but this number may be increased and subsequently again from time to time increased or decreased by an amendment to these Bylaws approved by a majority of the Trustees or a resolution duly appointed by the Board of Trustees, but in no case shall the number of Trustees be less than three.

Section 2.03. Appointment or Election and Term. The Trustees shall be elected from among the Members at the annual meeting of the Members, and each Trustee shall be elected to hold office until his/her successor shall be appointed or elected and qualified, or until his/her earlier resignation or removal.

The Board of Trustees shall be divided into three classes as nearly equal in number as possible, based on term of office. At a meeting of Trustees entitled to vote on the election of Trustees, the Trustees of one class shall be elected for a term to end at the third successive Annual Meeting after their election, and until their successors shall have been elected and qualified, so that the term of each class of Trustees shall be three (3) years, or a shorter period ending on such Trustee's death, resignation or removal, and the term of office of one class of Trustees shall expire at each annual meeting. In order to implement the intent of this provision, at the first meeting of the Board of Trustees after this provision is adopted, the first class of Trustees will be elected to a one-year term and the second class of Trustees will be elected to a two-year term. Thereafter, the first class and the second class of Trustees will be elected to three-year terms.

Section 2.04. Resignations. Any Trustee of the Corporation may resign at any time by giving written notice to the Corporation. Such resignation shall take effect at the time specified therein, if any, or if no time specified therein, then upon receipt of such notice by the Corporation; and, unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.05. Vacancies and Newly Created Trusteeships. Vacancies and newly created Trusteeships resulting from any increase in the authorized number of Trustees may be filled by a majority of the Trustees then in office, though less than a quorum, or by a sole remaining Trustee, and the Trustees so chosen shall hold office until their successors shall be elected and qualified, or until their earlier resignation or removal. When one or more Trustees shall resign from the Board of Trustees, effective at a future date, a majority of the Trustees then in office, including those who have resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each Trustee so chosen shall hold office as herein provided in the filling of other vacancies.

Section 2.06. Quorum of Trustees. At all meetings, of the Board of Trustees, two-thirds of the entire Board of Trustees, but not less than five Trustees, shall constitute a quorum for the transaction of business and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as provided in Section 2.05.

A majority of the Trustees, present whether or not a quorum is present, may adjourn any meeting of the Trustees to another time and place. Notice of any adjournment need not be given if such time and place are announced at the meeting.

Section 2.07. Annual Meeting. The Board of Trustees shall meet at least annually, within or without the State of New Jersey.

Section 2.08. Regular Meetings. Regular meetings of the Board of Trustees may be held at such time and place, within or without the State of New Jersey, as shall from time to time be fixed by the Board of Trustees and no notice thereof shall be necessary.

Section 2.09. Special Meetings. Special meetings may be called at any time by a majority vote of the Board of Trustees. Special meetings shall be held at such place, within or without the State of New Jersey, as shall be fixed by the person or persons calling the meeting and stated in the notice or waiver of the notice of the meeting.

Special meetings of the Board of Trustees shall be held upon notice to the Trustees or waiver thereof.

Unless waived, notice of each special meeting of the Trustees, stating the time and place of the meeting, shall be given to each Trustee by delivered letter, by facsimile transmission, by electronic mail, or by personal communication either over the telephone or otherwise, in each such case not later than the second day prior to the meeting, or by mailed letter deposited in the United States mail with postage thereon prepaid no later than the seventh day prior to the meeting. Notices of special meetings of the Board of Trustees and waivers thereof need not state the purpose or purposes of the meeting.

Section 2.10. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting if all members of the Board of Trustees or committee, as the case may be, consent thereto in a writing or writings, personally or by electronic mail, and the writing or writings are filed with the minutes of proceedings of the Board of Trustees or committee. In addition, any meeting can be conducted by telephone or similar communications equipment so long as all of the members of the Board participating can hear and speak to each other.

Section 2.11. Removal. Trustees may be removed from office at any time by two-thirds vote of the Members with or without cause. In addition, a Trustee may be removed with or without cause by the unanimous vote of the other Trustees.

Section 2.12. Executive Committee. The Executive Committee shall be a subset of the entire Board and the committee members will be selected, removed and replaced by the Board in the Board's sole and absolute discretion. The role of the Executive Committee will be as established by the Board from time to time. Regular meetings of the Executive Committee may be held at such time and place, within or without the State of New Jersey, as shall from time to time be fixed by the Executive Committee and no notice thereof shall be necessary. Special meetings of the Executive Committee may be called at any time by the Board or any member of the Executive Committee. Special meetings shall be held at such place, within or without the State of New Jersey, as shall be fixed by the person calling the meeting and stated in the notice or waiver of the meeting. A majority of the members of the Executive Committee shall constitute a quorum

for the transaction of business and the act of a majority present at which there is a quorum shall be the act of the Executive Committee. Notice of each special meeting of the Executive Committee shall be given (or waived) in the same manner as notice of a Board of Trustees meeting. Any meeting of the Executive Committee can be conducted by telephone or similar communications equipment so long as all of the committee members participating can hear and speak to each other.

ARTICLE III Officers

Section 3.01. Number. The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary/Publicist, as well as such number of Assistant Secretaries and Assistant Treasurers, and such other officers, if any, as the Board of Trustees may from time to time determine. The President, Vice President, Treasurer and Secretary/Publicist shall be chosen by the Board of Trustees. The Board of Trustees may choose such other agents as it shall deem necessary. Any number of offices may be held by the same person.

Section 3.02. Terms of Office. Each officer shall hold his office until his/her successor is chosen and qualified or until his/her earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation.

Section 3.03. Removal; Vacancy. The President, Vice President, Treasurer and Secretary/Publicist may be removed from office at any time by two-thirds vote of the Members with or without cause. Any officer other than the President, Vice President, Treasurer and Secretary/Publicist may be removed from office at any time by the Members or the Board of Trustees with or without cause. In the event of the death, removal, resignation or disqualification of a member of the Executive Committee, the Board of Trustees shall fill such vacancy by appointment for the unexpired portion of such member's term of office.

Section 3.04. Authority.

(a) The President's duties shall include, but not be limited to, (i) presiding at all meetings of the Members, the Board of Trustees and the Executive Committee, and (ii) directing the Executive Committee regarding the operations of the Corporation.

(b) The Vice President's duties shall include, but not be limited to, performing all duties of the President in the event of the President's absence, disability or disqualification.

(c) The Treasurer's duties shall include, but not be limited to, (i) responsibility for the financial affairs of the Corporation, including the preparation, interpretation and dissemination of budgets, and (ii) the safe-keeping of the Corporation's treasury.

(d) The Secretary/Publicist's duties shall include, but not be limited to, (i) recording all of the proceedings of the meetings of the Members, Board of Trustees and the Executive Committee in a book to be kept for that purpose, and (ii) taking such actions as may be agreed to by Executive Committee to publicize the activities and good works of the Corporation.

(e) Each such officer shall also have the authority, perform the duties and exercise the powers in the management of the Corporation usually incident to the office held by him/her, and such other

authority, duties and powers as may be assigned to him/her from time to time by the Board of Trustees or (except in the case of the President) the President.

(f) The other officers, and agents, if any, shall have the authority, perform the duties and exercise the powers in the management of the Corporation usually incident to the offices held by them, respectively, and such other authority, duties and powers as may be assigned to them from time to time by the Board of Trustees or (except in the case of President) by the President.

ARTICLE IV Youth Club

Section 4.01. The Corporation may establish a Youth Club, which may become affiliated with a national youth organization as approved by the Board of Trustees, and which shall conduct its own operations and elect its own officers under the supervision of the Board of Trustees and the Executive Committee.

ARTICLE V Purpose; Dissolution: Distributions and Other Payments

Section 5.01. Purpose and Authority. The purpose of the Corporation shall be to promote the preservation, enjoyment and safety of equestrian activities by sponsoring a range of horseback riding lessons and related activities, including, without limitation, promoting and encouraging riding and horse care instruction with competitive testing through horse shows, horseback riding, promoting and making equestrian sports and activities accessible in Smoke Rise and surrounding areas, and such other equestrian activities as the Corporation may deem appropriate.

The Corporation shall not be authorized to make political contributions or engage in lobbying activities.

In the event the Corporation is treated in any year as a private foundation for purposes of Chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"), the Corporation shall comply with the requirements of Chapter 42 of the Code and shall not engage in self-dealing, fail to distribute income, accumulate or retain excess business holdings, make investments which jeopardize its charitable purposes or make taxable expenditures within the meanings of Code Sections 4941 through 4945, inclusive.

Section 5.02. Dissolution. Upon dissolution of the Corporation, after the Corporation and any persons appointed as trustees, liquidators or otherwise for the winding up of the affairs of the Corporation shall have paid or otherwise adequately provided for the payment of the debts and other obligations of the Corporation, any remaining assets of the Corporation shall be distributed to a non-profit fund, foundation or corporation which is organized exclusively for the humane salvage, rescue or maintenance of horses and which has established tax-exempt status under Section 501(c)3 of Code of 1986 or under any successor provision thereof.

Section 5.03. Distributions and Other Payments. No part of the earnings or assets of the Corporation shall be paid to, inure to, be for the benefit of or be distributed to the Members, Board of Trustees, Officers or the Executive Committee or to other persons or entities, except that this Section 5.02 shall not prohibit the Corporation from paying reasonable consideration for goods purchased from or services rendered by

any persons or entities, *provided, however*, that in the event the Corporation shall purchase goods from or engage the services of any member of the Board of Trustees or affiliate thereof, such purchase or engagement shall be disclosed to and ratified by the other members of the Board of Trustees, acting in their reasonable business judgment.

ARTICLE VI Indemnification

Section 6.01. Indemnification. The Corporation shall indemnify its officers, Trustees, employees and agents to the fullest extent permitted by New Jersey Nonprofit Corporation Act.

Section 6.02. Insurance. The Board of Trustees shall secure and continually maintain (a) reasonable directors and officers liability insurance on such terms as the Trustees determine, and (b) such other insurance coverages in such amounts as determined by the Board of Trustees.

ARTICLE VII Miscellaneous

Section 7.01. Offices. The registered office of the Corporation in the State of New Jersey shall be c/o Natasha Fitterman, 36 Brush Hill Road, Kinnelon, NJ 07405. The Corporation may also have offices at other places within and/or without the State of New Jersey.

Section 7.02. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words “Corporate Seal New Jersey.”

Section 7.03. Checks. All checks or demands for money shall be signed by such person or persons as the Board of Trustees may from time to time determine.

Section 7.04. Fiscal Year. The fiscal year shall begin the first day of January in each year and shall end on the 31st day of December of such year.

Section 7.05. Waivers of Notice; Dispensing with Notice. Whenever any notice whatever is required to be given under the provisions of New Jersey Nonprofit Corporation Act, of the Certificate of Incorporation of the Corporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in any written waiver of notice.

Attendance of a person at a meeting of Members shall constitute a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened

Section 7.06. Amendment of Bylaws. These Bylaws may be altered, amended or repealed at any meeting of the Members, acting by a two-thirds vote, or the Board of Trustees, *provided, however*, that no amendment of these Bylaws effected by the Members of the Corporation may later be amended or repealed by the Board of Trustees.

Section 7.07. Section Headings. The headings of the Articles and Sections of these Bylaws have been inserted for convenience of reference only and shall not be deemed to be a part of these Bylaws.