

BY-LAWS

LAKE OSWEGO HUNT, INC. AS OF MARCH, 2007

ARTICLE I - PURPOSE

Section 1. The purpose of the corporation is to foster and promote humane horsemanship and equitation programs that are open to the public, promoting a healthy and supportive environment for youth and teens to further the human and horse connection, and to have the powers and duties more particularly set out in the Articles of Incorporation to attain such purpose. The Lake Oswego Hunt and Riding School admits students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, scholarship programs, and athletic and other administered programs.

ARTICLE II – MEMBERSHIP

Section 1. Membership is comprised of regular memberships, supporting memberships and life memberships. Regular membership – a membership consisting of two or more family members, spouses or spouse, and child or children under the age of 22, or any person 18 years or older. Supporting membership – any person 18 years or older. Rules and regulations establishing dues and assessments for this type of membership shall be promulgated from time to time by the Board of Directors. Life membership – this class of membership shall be used sparingly and only to such person or persons who shall have rendered, or is believed will render, distinguished service to the organization in the opinion of the Board of Directors. Rules and regulations establishing dues and assessments for this type of membership shall be promulgated from time to time by the Board of Directors.

Section 2. The use of the word “members” hereinafter includes all members in good standing.

Section 3. A regular membership is entitled to one vote. A member whose fees, dues or assessments are in arrears by 60 days or more is not entitled to vote. Supporting memberships and life memberships shall not entitle the holder(s) to vote.

Section 4. An application for membership shall be made in writing to the Board and shall be accompanied by an initiation fee of such amount as may from time to time be required by the Board. Applications must be approved by a majority vote of the Board at regularly scheduled Board meeting.

Section 5. Any member may resign from membership in the organization upon submission to the Board of a written statement of resignation. Resignation shall terminate all membership rights and privileges. Resignation shall not terminate the liability for any indebtedness outstanding and unpaid against such members as of the effective date of the resignation. Resignations may not be post-dated.

Section 6. Any members may be expelled from membership by a two-thirds vote of the Board. Indebtedness to the organization, which has been outstanding and unpaid in excess of 60 days from the date of billing, constitutes a sufficient reason for expulsion proceedings. Expulsion shall not terminate the liability for any indebtedness, outstanding and unpaid, against such members as of the date of the expulsion.

ARTICLE II – MEMBERSHIP Continued

Section 7. Any indebtedness to the organization incurred by a member shall be due and payable on the first day of the month following the month in which the indebtedness was incurred. If not paid within 10 working days of the date of billing, the debt shall become delinquent. An interest fee as determined by the Board may be applied to all delinquent accounts. A member owing a delinquent debt of 60 or more days shall not be considered in good standing and shall lose all rights and privileges – including the right to vote – until a satisfactory settlement is made, or until such rights and privileges are restored through Board action.

ARTICLE III – MEETINGS

Section 1. The annual meeting of the members shall be held on the third Thursday of May of each year in the clubroom of the Lake Oswego Hunt, Inc.

Section 2. Special meetings of the members of the organization may be held at any time upon the request of the president, a majority of the Board, or upon request in writing by not less than 20% of the voting membership.

Section 3. At all meetings, members may vote in person or by proxy submitted to the secretary. All proxy votes will be voted by a majority of the Board unless designated as to how they are to be voted by the member. No proxy shall be voted after 11 months from the date of its execution.

Section 4. A majority in number present or by proxy of members entitled to vote, as set forth in these By-Laws, shall constitute a quorum for the transaction of business except that, in the absence of a quorum, a lesser number shall have the right to adjourn a meeting to a fixed date thereafter.

Section 5. Notice of regular or special meetings of the members shall be mailed to each member at their address as it appears in the organization records, at least 10 days prior to the date of the meeting, but such notice shall not be given more than 30 days before the date of the meeting.

Section 6. No notice shall be necessary for the holding of an adjourned meeting of the members or directors.

ARTICLE IV – DIRECTORS

Section 1. The Board of Directors of this corporation shall consist of seven members. The Board shall manage the business and affairs of the corporation. The regular meeting of the Board shall be the third Wednesday of each month; however, special meetings may be called by the president or vice president.

Section 2. Two or three members shall be elected to the Board at each annual meeting of the organization, and shall serve for three years or until their successors are elected and qualified.

ARTICLE IV – DIRECTORS Continued

Section 3. In the event of a vacancy on the Board created for any reason, the majority of the Board shall appoint a director to serve until the next annual meeting, when the membership shall elect a director to fill the unexpired term of the former director.

Section 4. A director may be removed by a three-fourths vote of all members entitled to vote, present or by proxy, at a meeting called for the purpose of considering such removal.

Section 5. Any member of the Board who is voluntarily absent from three consecutive meetings of the Board shall be deemed to have resigned from the Board unless satisfactory explanation of such absence be presented to and accepted by the Board.

Section 6. The directors shall act only as a board and the individual directors shall have no power, except that the officers and the manager when authorized may act within the power granted.

Section 7. About 30 days prior to the date of the May annual meeting for election of directors, the Board of Directors shall appoint a nominating committee consisting of four voting members to propose candidates for election to the Board of Directors to replace those whose terms are about to expire. The president of the Board of Directors shall act as ex-officio chairman of such nominating committee. Said nominating committee shall post the names of said candidates on the facility's bulletin board at least two weeks prior to the date of the annual meeting. Other candidates for directors may be nominated by petition subscribed to by any 10 members qualified to vote. Such petition shall be filed with the secretary and posted on the facilities' bulletin board one week prior to the annual meeting, and reported in the regular order of business at the annual meeting in the same manner as candidates nominated by the committee.

Section 8. No director of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a director, provided that Article VIII shall not eliminate the liability of a director any act or omission or which such elimination of liability is not permitted under the Oregon Business Corporation Act. No amendment to the Oregon Business Corporation Act which further limits the acts of omission for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

Section 9. To the fullest extent not prohibited by law, the Board of Directors, acting on behalf of the corporation, may indemnify, advance costs of defense, or commit the corporation to indemnify or advance costs of defense in the future, to any person who is made, or threatened to be made, a party to any action, suite or proceeding, whether civil, criminal, administrative, investigative, or other wise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director of the corporation or serves or served at the request of the corporation as a director or officer, or another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IV – DIRECTORS Continued

In exercising the authority granted by this Article, the Board of Directors may choose, on the corporation's behalf, to utilize the procedures provided in the Oregon Business Corporation Act, to prescribe other approval processes or to eliminate any procedures for specific findings or further approval in the individual matter. This shall not be deemed exclusive or any other provision for indemnification of directors or officers that may be included in any statute, by law, agreement, resolution of members or directors or otherwise, either as to action in any official capacity or action in another capacity while holding office.

ARTICLE V – MEETING OF DIRECTORS

Section 1. A majority of the number of directors shall constitute a quorum for the transaction of any business, excepting that, in the absence of a quorum; a lesser number shall have the right to adjourn a meeting to a fixed date thereafter.

Section 2. The regular meeting of the Board shall be held after the adjournment of the annual meeting of the members, on the same date or as soon thereafter as possible. Notice of such meeting shall not be required.

Section 3. Special meetings of the Board of Directors shall be called by the secretary, when requested by the president or vice president to do so, upon 24 hours notice to each director. Special meetings shall be called in like manner upon the request of a majority of the members of the Board submitted to the secretary. Notice of meetings shall be made by telephone to each director personally or left at his residence or place of business.

ARTICLE VI – OFFICERS

Section 1. The president shall preside at all meetings of the corporation and of the Board of Directors. In his absence, the vice president or other officer may preside. The president shall, with the secretary, sign all written contracts and obligations of the corporation as approved by the Board. The president shall, in consultation with the Board, appoint committee chairpersons or members of all standing committees for the current fiscal year. The president shall have the power at all times to fill vacancies in such committees. The president shall also appoint chairpersons and members of any special committees from time to time deemed necessary by the membership or the Board of Directors for the conduct of business of the corporation. Appointments to special committees and chairmen shall be subject to the approval of the Board, and the Board shall delegate such of its authority, as it may deem necessary to such committees.

Section 2. The secretary shall keep correct minutes of all meetings, both of the Board and of the corporation. The secretary shall have custody of the seal and of all books and papers except those belonging to the treasurer. The secretary shall receive all communications except invoices pertaining to the corporation and dispose of them in a proper manner, and shall perform all other duties as herein prescribed or as later may be delegated to the office.

ARTICLE VI – OFFICERS Continued

Section 3. The treasurer shall be the custodian of all funds of the corporation, and shall keep strict account of the receipts and disbursements of all monies on behalf of the corporation, and perform such other duties as are herein prescribed or later may be delegated to the office. The treasurer shall oversee the activities of any professional accounting service that may be retained by Board action.

Section 4. A manager, hired by the Board, shall carry out the day-to-day operation of the facilities and be responsible to the Board. The manager will survey the horses owned or stabled and keep abreast of their general health and well being. The manager will enforce the rules of the facilities. The manager will cooperate with the trainer(s) in the conduct of facilities. The manager will give due consideration for the safety of the animals, members, and public. The manager shall review all invoices received and shall present them to the Board for approval at the meeting immediately following receipt of the invoice. All other correspondence shall be forwarded promptly to the secretary for handling. The manager will be responsible for the physical upkeep of the equipment, services, materials and other items as required to maintain the premises at the best available price. No commitment will be made in excess of a specified amount without Board approval.

Section 5. Trainers – the trainer(s) engaged by the facility will conduct lessons to conform to the needs and desires of the membership. The trainer(s) will be under the direction of the Board. The trainer(s) will cooperate with the manager in the operation of the facilities. The trainer(s) will enforce the rules of the facilities. The trainer(s) will be duly cognizant of the safety and welfare of the animals, members and public.

Section 6. The officers of the facilities shall have such duties and powers as generally pertain to and are necessary to carry out the functions of their respective offices, as well as such duties and powers as shall from time to time be conferred by the Board of Directors.

ARTICLE VIII – INDEMNIFICATION

Section 1. The corporation shall indemnify its directors and officers who are made, or threatened to be made, parties to a proceeding by reason of the fact that the person is or was a director or officer of the corporation, for uninsured liability incurred by such persons as a result of such proceedings, to the fullest extent permitted by the Oregon Business Corporation Act, as the same exists or may thereafter be amended (but, in the case of alleged occurrences of actions or omissions preceding any such amendment permits the corporation to provide broader indemnification rights than the Act permitted the corporation to provide prior to such amendment).

The termination of any proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal proceeding, that the person had reasonable cause to believe that the conduct was unlawful.

ARTICLE VIII – INDEMNIFICATION Continued

The uninsured reasonable expenses incurred by a director or officer in any proceeding to which that person is made a party by reason of such person's office or directorship shall, at the written request of the director or officer, be paid by the corporation prior to final judgment or disposition of the matter, if the director or officer:

- (a) furnishes the corporation a written affirmation of such person's good faith belief that such person is entitled to be indemnified by the corporation; and
- (b) furnishes the corporation a written undertaking to repay such advance to the extent that it is ultimately determined by a court that such person is not entitled to be indemnified by the corporation. Such advances shall be made without regard to the person's ability to repay such expenses and without advance determination of the person's ultimate entitlement to the indemnification under this Article VIII or otherwise.

Without the necessity of entering into an express contract, all rights to indemnification and advances to or on behalf of the directors and officers under this Article VIII shall be deemed to be contractual rights and be effective to the corporation and the director or officer who serves in such capacity at any time while this bylaw and relevant provisions of the Act and other applicable law, if any, are in effect. Any right to indemnification or advances granted by this Article VIII to a director or officer shall be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (a) the claim for indemnification or advances is improperly denied, in whole or in part, or (b) no disposition of such claim is made within ninety (90) days after a written request therefore. The claimant in such enforcement action, if successful in whole or in part, shall be entitled to be paid also the reasonable expense of prosecuting the enforcement claim. It shall be a defense to any such action (other than as action brought to enforce a claim for reasonable expenses incurred in connection with any proceeding in advance of its final disposition when the required affirmation and undertaking have been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Oregon Business Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct set forth in the Act, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or its members) that the claimant has not met such applicable standard of conduct, by itself shall be defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

ARTICLE VIII – INDEMNIFICATION Continued

The rights conferred on any person by this Article VIII shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of Articles of Incorporation, bylaws, agreement, vote of members or disinterested Directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding office. The Board of Directors is specifically authorized to enter into individual contracts with any or all of the corporation's directors or officers on behalf of the corporation respecting indemnification and advances, to the fullest extent permitted by the law. The extent any such contract is more limited than the rights created by this Article VIII the contract shall govern.

The rights conferred on any person by this Article VIII shall continue as to a person who has ceased to be a director, officer, employee, or other agent and shall inure to the benefit of the heirs, executors, administrators of such person.

To the fullest extent permitted by the Act, the corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Article VIII or any contract. Any obligation or authorization of the corporation for payment of indemnity or advancement of expenses to or on behalf of a director or officer pursuant to any provision in this or other document shall be extinguished to the extent there is enforceable insurance coverage for the same expenses or liabilities. If insurance coverage is disputed, the corporation shall advance any expense and other payments required by this Article VIII upon assignment of the claim against the insurer for failure to provide or pay such amounts.

Any repeal of this Article VIII shall operate only prospectively and no repeal or modification hereof shall adversely affect the rights under this Article VIII in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the corporation.

If this Article VIII or any portion hereof is invalidated on any grounds by any court of competent jurisdiction, the corporation shall retain the obligation or power to indemnify each director or officer to the fullest extent permitted by any applicable portion of this Article VIII that shall not have been invalidated, or by any other applicable.

For the purpose of this Article VIII the following definitions shall apply:

- (a) The term "proceeding" shall be broadly construed and shall include, without limitation, the investigation, preparation, prosecution, defense, settlement and appeal of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

ARTICLE VIII – INDEMNIFICATION Continued

- (b) The term “expenses” shall be broadly construed and shall include, without limitation, reasonable expenses of investigations, judicial or administrative proceedings or appeals, attorneys’ fees and disbursement and reasonable expenses of establishing a right of indemnification under Article VIII but shall not include amounts paid in settlement, fines or other monetary penalties.
- (c) The term “liability” shall be broadly construed and shall include payment or legal responsibility to pay judgments and decrees, administrative imposition of fines or other monetary penalties, and reasonable settlement of disputed claims.
- (d) The term “corporation” shall include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as the person would have with respect to such constituent corporation if its separate existence had continued.
- (e) References to a “director” or “officer” of the corporation shall include, without limitation, situations where such person is serving at the request of the corporation as a directors or officer of another corporation, partnership, joint venture, trust of other enterprise.

ARTICLE IX – COMMITTEES

Section 1. The Lake Oswego Hunt, Inc., Board of Directors shall have five standing committees. These committees shall function to assist the Board in conducting the business and affairs of the corporation.

Section 2. The standing committees shall be known as:

- (a) Financial. To develop the annual budget, develop and oversee revenue-producing programs, cooperate with the treasurer as needed, and raise funds.
- (b) Planning. To identify short term and long-term goals (5 year plan), and develop an annual plan.
- (c) Membership. To recruit, maintain and develop membership, provide new member orientation and a roster and resource list. To plan events and to oversee the newsletter.
- (d) Grounds and physical plant. To implement capital improvements, cooperate with special projects committees, and to work with the manager and trainers to achieve overall objectives and priorities.

ARTICLE IX – COMMITTEES Continued

(e) Nominating. See Article IV, Section 7.

Section 3. The president shall appoint members numbering no less than 2 and no more than 5 to each committee. A Board member shall be represented on each committee. The president shall appoint any other special committees or committee functions as deemed necessary (See Article VII, Section 1).

ARTICLE X – AMENDMENTS TO ARTICLES OF INCORPORATION

Section 1. Articles of Incorporation may be amended at any regular or special meeting of the corporation by two-thirds vote of all voting members in good standing. Notices and copies of the proposed amendments shall be furnished to the secretary and posted on the bulletin board in the principal offices of the facility at least 20 days prior to the meeting at which such amendments are to be considered. Notice of the time and place of any such regular or special meetings at which proposed amendments are to be considered shall be sent to each member at least 10 days prior to the date of said meeting.

ARTICLE XI – AMENDMENTS TO BY-LAWS

Section 1. The By-Laws of the corporation may be amended at any regular or special meeting by two-thirds vote of all voting members in good standing. Notices and copies of the proposed amendments shall be furnished to and posted by the secretary in the same manner as provided in Article X, Section 1. Notice of the time and place of such meeting shall be sent to each member at least 10 days prior to the date thereof.