

BY-LAWS OF NEW CANAAN MOUNTED TROOP, INC.

As amended June 1962, 1988, June 1989, September 1996, September 1998, June 2006, June 2007, June 2009, June 2016.

ARTICLE I

Sec. 1. The name of the Corporation shall be New Canaan Mounted Troop, Inc.

ARTICLE II

Purpose

Sec. 1. Horsemanship and Equine Care Program. The purpose of New Canaan Mounted Troop, Inc. (the "Corporation" or "NCMT") is educational with the objective of developing the qualities of leadership, responsibility, and confidence in youth to be accomplished through means of (a) instruction, (b) teamwork, (c) mentoring, (d) community service, (e) mounted drill, (f) jumping and flatwork with horses, and (g) other means and methods for the benefit of the program enrollee(s) and their equine partners.

Sec. 2. Therapeutic Equine Care and Riding Program. The purpose of New Canaan Mounted Troop, Inc.'s ("NCMT") Super Troopers therapeutic programs is educational with the objective of enhancing physical, cognitive, developmental, emotional and socialization skills of individuals with special needs; the aforementioned to be accomplished through means of (a) instruction, (b) interaction with horses and program participants, and (c) other means and methods for the benefit of the program enrollee(s).

Sec. 3. Mission Statement. New Canaan Mounted Troop Inc.'s ("NCMT") mission is to build leadership, responsibility and confidence in youth through sound horsemanship and to enrich the lives of individuals with special needs through equine assisted activities.

ARTICLE III

Membership

Sec. 1. Composition. The Membership of the Corporation ("Membership or Members") shall consist of parents of cadets enrolled in New Canaan Mounted Troop, who are subject to the Membership Fee as outlined in Article VIII, Sec. 3., as well as any serving member of the Board of Directors who does not currently have cadets enrolled in the program. At its discretion, the Board may invite other involved

community members who have shown their dedication to Troop to become members of the Corporation. The Board recognizes and welcomes Equine Care students, Therapeutic Equine Care and Riding Program participants, NCMT adult riders, and others who may, from time to time, be invited to participate in the NCMT community and use its facilities, however, for purposes of governance of the Corporation, "Members" shall consist only of those outlined in this Article III, Sec. 1.

Sec. 2. Resignations and Removals. Any member who does not return for a successive program term will be deemed to have resigned ("de facto resignation"). However, any member who desires to return to the program within 24 months of the de facto resignation may do so without being subject to the membership fee. Any member who wishes to return after the 24 month time-period, must renew their registration and membership fee obligations. Resignations at any other time, for medical reasons or any other exceptional circumstances, shall be subject to the discretion of the Executive Committee in consultation with the Executive Director. Any member may be removed at any time with just cause by the affirmative vote of the majority of the Board of Directors.

ARTICLE IV

Scholarships

Sec. 1. All scholarships shall be at the discretion of the Finance Committee. It is the responsibility of the Chairperson of the Finance Committee, with the President and Treasurer of the Board of Directors, to review and approve all scholarships, without bias to race, color, sex, religion, national origin or sexual orientation, and to inform the Board of Directors of its decisions. In addition, scholarships may be awarded to certain cadets of Board Members as outlined in ARTICLE VI.

ARTICLE V

Board of Directors

Sec. 1. General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors, who shall serve without wages, except as noted in Article VI.

Sec. 2. Number, Elected Manner of Selection, and Term of Office. The Board of Directors shall consist of up to but not to exceed fifteen (15) voting members elected to two year terms, which members shall be selected by majority vote of the Board and subsequently ratified by the Membership. The terms shall be staggered such that as nearly as possible to one-half of the respective terms of such members shall end each year. In making nominations for the Board of Directors, the Nominating Committee shall endeavor to include nominees, of age twenty-one (21) or over,

currently or formerly associated with New Canaan Mounted Troop's programs, from the community at large and any other interested and qualified candidate who can assist the Board in furthering the mission of the Corporation. (See *Article IX*).

Sec. 2a. The Board may, by a majority vote, invite additional person(s) whose advice and counsel would be considered beneficial to the Board to serve on the Board of Directors, in a non-voting capacity for one year terms. Such invitees will be referred to as "non-voting members of the Board of Directors" in all documentation and other forms of communication about the Board.

Sec. 2b. The Board may, by a majority vote, seek the assistance of any additional person(s) whose advice and counsel would be considered beneficial to the Board, to serve the Board of Directors in an advisory capacity on an ad hoc basis. Such advisors will be referred to as "advisor to the Board of Directors" in all documentation and other forms of communication about the Board and are not members of the Board of Directors.

Sec. 2c. The Board may, by a majority vote, seek the assistance of employees, consultants, or other individuals who are compensated by the Corporation in some capacity, whose advice and counsel would be considered beneficial to the Board, to serve the Board of Directors in an advisory capacity on an ad hoc basis. Such advisors will be referred to as "advisor to the Board of Directors" in all documentation and other forms of communication about the Board and are not members of the Board of Directors.

Sec. 2d. Any member of the Board who accepts compensation from the Corporation directly or by affiliation with another entity (whether on an interim or permanent basis) shall be required to resign from the Board immediately upon agreeing to receive such compensation.

Sec. 3. Vacancies and Removal. Any vacancies occurring in the Board of Directors by reason of resignation, death, disqualification or any other cause shall be filled as soon as practical by a majority vote of the Board of Directors. That member shall serve until the next annual meeting at which time the membership shall vote to continue said term or vote a new member for the remainder of the term. Any member of the Board of Directors may be removed from the Board upon a two-thirds (2/3) vote of the Board of Directors for good cause, including inadequate participation in Board duties. A Director who misses three consecutive meetings without explanation or good cause, may be removed by the Board of Directors upon a majority vote, but may be reinstated by a vote of a majority of the Board of Directors for good cause shown.

Sec. 4. Committees. The Board may create and disband committees as it deems necessary to perform its duties, such as nominating, capital campaign and others. There shall be two standing committees: (1) Executive and (2) Finance Committees. The Board of Directors approves all committee chairs. Committee chairs must either

be members of the Board of the Board of Directors or report directly to the Board of Directors.

Sec. 5. Duties. It is the duty of the Board of Directors as a whole to ensure that the stated purpose of New Canaan Mounted Troop, as is described in Article II of these By-Laws, remain paramount in Troop's program.

Sec. 5a. The Board of Directors shall manage the affairs of New Canaan Mounted Troop, its duties to include, but not be limited to the following:

- i. Designation of officers of the Corporation upon majority vote;
- ii. Selection and hiring of senior member(s) of the professional staff (to be known as the Executive Director, or such other position title as may be appropriate);
- iii. Approve the annual budget and initiation of necessary fund-raising events, said responsibilities to be accomplished with the direction of the Finance Committee;
- iv. Approval of the annual calendar of events as proposed by Executive Director as defined in Article V, Section 6;
- v. Making of all decisions with respect of the institution, defense and settlements of law suits; and
- vi. Such other duties as may arise from time to time.

Sec. 5b. The Executive Committee shall manage the Corporation, its duties to include, but not be limited to the following:

- i. Establishment job description of the Executive Director, as definite in Article V, Section 6, and evaluation of his/her performance within the framework of the organization's aims and principles;
- ii. Establishment and maintenance, for the direction of all staff members, of an Official Policy Manual incorporating Board policy decisions;
- iii. The appointment of the Chairperson of the committees the Board determines would be useful in managing and promoting the activities of New Canaan Mounted Troop; and
- iv. Such other duties as may arise from time to time.

Sec. 5c. The Executive Director, as defined in Article V, Section 6, shall manage the day to day operations of New Canaan Mounted Troop, in consultation with remaining staff members as necessary, his or her duties to include, but not be limited to the following:

- i. Hires (and terminates) all remaining staff in consultation with the Executive Committee;
- ii. Proposes annual calendar of events to Board of Directors;

- iii. Evaluates NCMT programs and facilities and makes recommendations to Board of Directors as needed;
- iv. Directs membership and community outreach programs; and
- v. Such other duties as may arise from time to time.

Sec. 6. The Executive Director, historically known as the “Commandant,” shall be a non-voting, ex-officio member of the Board of Directors during his or her employment by the Board of Directors.

Sec. 7. Program. The Board is empowered to create, administer and disband if necessary, the NCMT Equestrian Program, which may include the Equine Care Program and Therapeutic Program, among others. The Board shall set a policy for the operation of said programs, which shall be reviewed as deemed necessary by the Executive Committee in consultation with the Executive Director and with remaining staff members as necessary.

Sec. 8. Meetings. There shall be at least five (5) regular meetings of the Board of Directors annually, at a regular time and place agreed upon by each Board at its first meeting. Special meetings may be called by the President or upon request of a majority of the Directors. Notice of the time and place of each special meeting and the business to be transacted thereat shall be given by the President or Secretary to each Director at least two (2) days before the date of the meeting.

Sec. 9. Quorum and Voting. A majority of the voting Board of Directors shall constitute a quorum. Voting by the Board of Directors may be conducted in person, by telephone, in writing, by electronic mail, or by other means, as deemed necessary by the Board of Directors from time to time, in order to efficiently conduct its business, except that voting on matters with the effect of legally binding the Corporation must be conducted in person, telephone/video conference or in writing only.

ARTICLE VI

Officers, Employees and Agents

Sec. 1. Enumeration and Election of Officers. The Officers of New Canaan Mounted Troop shall consist of the following whom shall be appointed for a term of one (1) year by the Board of Directors and shall serve until his/her successor is appointed, or until his/her earlier resignation, death or removal from the Board:

- i. President, such position may be shared between not more than two (2) co-Presidents, each to maintain the title “co-President”;
- ii. Vice President(s), such position may be maintained by at least one (1), but not more than three (3), members of the Board of Directors;
- iii. Secretary;

- iv. Treasurer; and
- v. Assistant Treasurer, such position may remain unfilled at the discretion of the Board of Directors, if deemed unnecessary for the operation of the Corporation.

Sec. 2. Executive Committee. Together, the President, Vice President(s), Treasurer and Secretary form the "Executive Committee." The Board of Directors may, upon a majority vote, invite other individuals to or members of the Board to join the Executive Committee, who will serve at the pleasure of the Board of Directors and shall have such authority and perform such duties as the Board of Directors may determine.

Sec. 3. The President. The President, as defined in Article IV, Sec. 1 (i), shall be elected from among its members. The President shall preside at all meetings of the Corporation and of the Board of Directors. He/she shall be, no less than an ex-officio member of all committees except the nominating committee. The President is a member of the Finance Committee, but never Chairperson. He/she shall have the usual powers of supervision and management as may pertain to the office of President and, subject to the control of the Board, performs such other duties as may be designated by the Board.

Sec. 4. The Vice President. The Vice President, as defined in Article IV, Sec. 1 (ii), shall be elected from among its members. The Vice President shall, in the event of the absence, disability, or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall elect one of its members to fill the vacancy. The Vice President shall perform such other duties as the President and Board may designate.

Sec. 5. The Secretary. The Secretary shall be elected from among its members. The Secretary shall keep the minutes of all meetings of the Corporation and of all meetings of the Board of Directors. He/she shall notify all officers and directors of their election, see that all notices are given in accordance with the provisions of these By-Laws. He/she shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to his/her office.

Sec. 6. The Treasurer. The Treasurer shall be elected from among its members. The Treasurer shall be the custodian of all financial matters surrounding New Canaan Mounted Troop. This includes, but is not limited to, deposits, disbursements, monthly, quarterly and annual financial statements, payroll related responsibilities including W-4's and W-2's, interfacing with external auditors, interfacing with federal, state and local taxing authorities, and ensuring there is adequate liability and workman's compensation insurance. The Treasurer shall supervise collection of all dues and accounts receivable. The Treasurer shall control all disbursements over \$500 with the approval of the President. The Treasurer shall also recommend the annual budget to the Board of Directors. The Treasurer is a

member of the Finance Committee, however, never the Chairperson. The Treasurer, upon completion of the aforementioned duties, may, at the discretion of the Board of Directors, receive for his/her services a full scholarship in the amount of once-a-week children's riding lesson for a full academic year.

Sec. 7. The Assistant Treasurer. The Assistant Treasurer shall be elected from among its members. The Assistant Treasurer shall perform his or her duties at the direction of the Treasurer, including, but not limited to, the following financial matters on behalf of NCMT: deposits, disbursements, payroll related responsibilities including W-4's and W-2's, supervise collection of all dues and accounts receivable and assist in the following: preparing monthly, quarterly and annual financial statements, interfacing with external auditors, interfacing with federal, state and local taxing authorities, and ensuring there is adequate liability and workman's compensation insurance. The Assistant Treasurer is a member of the Finance Committee, however, never the Chairperson. The Assistant Treasurer, upon completion of the aforementioned duties, may, at the discretion of the Board of Directors, receive for his/her services a full scholarship in the amount of once-a-week children's riding lesson for a full academic year.

Sec. 8. Other Employees and Agents. The Board of Directors may from time to time appoint employees or agents, as it deems necessary. Each will serve at the pleasure of the Board of Directors and shall have such authority and perform such duties as the Board of Directors may determine. No such employee or agent shall be a director of the Corporation, except as noted in Article V, Sec. 5.

ARTICLE VII

Meetings

Sec. 1. Annual Meeting. An Annual Meeting to elect Directors, present the budget and consider any other business as may be deemed necessary by the Board of Directors shall be held between June 1st and June 30th, the exact date to be determined by the Board of Directors.

Sec. 2. Special Meetings. Special meetings of the members of the Corporation may be called at any time by the Board of Directors, by the President or by ten (10) or more members on written petition submitted to the Board of Directors.

Sec. 3. Quorum. Twenty percent (20%) of the members, including those present through valid proxies, the terms of which will be outlined in the proxy, shall constitute a quorum at all meetings of the general membership of New Canaan Mounted Troop.

Sec. 4. Voting. For purposes of voting at a general membership meeting, each member family, as defined in Article III, Sec. 1, constitutes a single voting unit.

ARTICLE VIII

Financial Administration

Sec. 1. Fiscal Year. The fiscal year of New Canaan Mounted Troop shall commence on the first day of July each year.

Sec. 2. Operational Fee. The Board of Directors shall review and approve all fees prior to each fiscal year in consultation with the Finance Committee and the Executive Director. The manner of payment shall be determined by the Board of Directors, and shall cover the annual tuition, and any other fees or costs as deemed appropriate by the Board of Directors, associated with participation in New Canaan Mounted Troop of the cadet or cadets whose parent is a member of the Corporation.

Sec. 3. Membership Fee. All new members, as defined in Article III, Sec. 1, of the Corporation shall be required to pay a one-time membership fee to be established by the Board of Directors as part of the annual budget process. The membership fee is not redeemable upon graduation, resignation, or dismissal of a cadet.

Sec. 4. Budget. A Budget for the ensuing year shall be presented by the Board of Directors at the Annual Meeting.

ARTICLE IX

Nomination and Election

Sec. 1. Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors and shall consist of three members, no more than two who shall be members of the Board. The Nominating Committee shall be selected by the Board no later than April 1st of each year and the Nominating Committee's report shall be presented to the Board no later than May 1st of each year. Suggestions for nomination for directors may be sent to this committee by any voting member or by any interested individual.

Sec. 2. Report of Nominating Committee and Nomination from Floor. The report of the Nominating Committee of its nominations for Directors shall be sent to all members of the Corporation one month before the date of the annual meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee shall be secured.

Sec. 3. Elections. The election shall be by ballot, or oral vote, to be determined by a simple oral vote at the beginning of the balloting process. A majority of those

qualified to vote and voting shall constitute an election. Members of New Canaan Mounted Troop may appoint any other member to cast their vote at the annual meeting by executing a written proxy in a form to be provided by the Secretary provided a copy of said proxy is delivered to the Secretary no later than two (2) days prior to the date of the annual meeting. All proxies not so delivered to the Secretary shall be deemed to be voted pursuant to the terms of the proxy.

ARTICLE X

Miscellaneous Provisions

Sec. 1. Contracts etc. How Executed. The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, of the Corporation to enter into any contract or execute or deliver any instrument in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances and, unless so authorized by the Board of Directors or by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or to any amount.

Sec. 2. Subsidiary Organizations. The Board of Directors may authorize the formation of one or more subsidiary organizations intended to support the purpose of New Canaan Mounted Troop, Inc. Each such organization shall report to the Board of Directors and shall be entitled to proceed with their administration and activities, financial and otherwise, based on its authorization from the Board of Directors.

Sec. 3. Waiver of Notice. Whenever any notice whatsoever is required to be given by law, or under the provisions of the By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated shall be deemed equivalent thereto. No notice shall be required for any meeting at which all persons entitled to notice thereof shall be present.

ARTICLE XI

Seal

Sec. 1. The seal of the Corporation shall be circular in form with the words "New Canaan Mounted Troop, Inc." on the circumference thereof, and the words and figures "Corporate Seal Connecticut 1939" in the center thereof.

ARTICLE XII

Indemnification

Sec. 1. Indemnification. The Corporation may to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees. The Corporation is authorized to purchase and maintain insurance for the indemnification of itself and its directors and officers as provided in Article VI.

ARTICLE XIII

Amendments

Sec. 1. Amendments. All By-Laws of the Corporation shall be subject to amendment or repeal, and new By-Laws not inconsistent with any provision of the Certificate of Incorporation or any provisions of law may be made, by the affirmative vote of two-thirds (2/3) of those members of the Corporation voting at an Annual Meeting, provided that notice thereof in writing be included in the notice of such meeting one month prior to said meeting. Members of New Canaan Mounted Troop may appoint any other member to cast their vote at the annual meeting by executing a written proxy in a form to be provided by the Secretary provided a copy of said proxy is delivered to the Secretary no later than two (2) days prior to the date of the annual meeting. All proxies not so delivered to the Secretary shall be deemed to be voted pursuant to the terms of the proxy.

Sec. 2. Proposed Changes. Proposed changes in By-Laws must be submitted in writing to the Board of Directors at least two (2) months prior to the Annual meeting. Changes not recommended by the Board of Directors must also be included in the notice of such meeting. Non-recommended changes may be considered at the Annual meeting on the same basis as recommended changes provided they receive a two-thirds (2/3) vote for consideration.

Sec. 3. Revision. By-Laws shall be reviewed at least every five (5) years and revised if necessary. Upon extraordinary circumstances, interim revisions to the By-laws may be made upon a majority vote of the Board of Directors. "Extraordinary circumstances" shall mean where limitations of the By-Laws are found to interfere with the ability of the Board of Directors to conduct the business of the Corporation. Such interim revisions must be the subject of a full membership vote at the first occurring Annual Meeting after the revision(s) is made. Notification to the membership of the interim revision(s) must be made within fourteen (14) days after approval by the Board of Directors.