

**TRAIL RIDERS OF TODAY,  
INCORPORATED AMENDED AND  
RESTATED BYLAWS**

**ARTICLE I  
NAME, FORMATION, AND ORGANIZATION**

**SECTION 1. Name.** The name of the Corporation shall be Trail Riders of Today, Incorporated, doing business as “Trail Riders of Today,” or “TROT” (hereinafter “Corporation” or “Association,” may be used interchangeably).

**SECTION 2. Formation.** TROT is a non-stock, non-profit, tax-exempt corporation as organized under the laws of Maryland in compliance with Title 5 of the Corporations and Associations Annotated Code of Maryland (hereinafter the “Code”), as may be amended from time to time and as duly recognized by the State of Maryland and the United States Internal Revenue Service.

**SECTION 3. Principal Office and Resident Agent.**

**1.3.1 Office.** The official principal office of the Corporation shall be listed with State Department of Assessment & Taxation (SDAT) and updated pursuant to SDAT regulations if said principal office location is changed. The Corporation may have such other offices as may, from time to time, be designated by its Board of Directors. The current operational office shall be the residential address of the current Treasurer or President of the Board of Directors. The Board of Directors may maintain a P.O. Box for receipt of mail.

**1.3.2 Resident Agent.** The Resident Agent is named in the Articles of Incorporation and listed with SDAT. Should the Resident Agent or address of the Resident Agent change, the Corporation shall file the corrections with SDAT pursuant to SDAT regulations.

**SECTION 4. Management.** The Corporation shall be managed by its Board of Directors.

**SECTION 5. Term.** The Corporation began its existence upon the filing of Articles of Incorporation with and acceptance by SDAT on December 12, 1997 and shall continue in perpetuity unless dissolved or forfeited pursuant to §5-208 of the Code.

**SECTION 6. Corporate Seal / Insignia.** The Corporation shall not be required to maintain a Corporate Seal. The Board of Directors may adopt such insignia colors, badges, and flags for the Association as it deems desirable.

**ARTICLE II  
PURPOSES AND POWER**

**SECTION 1. Purpose.** The Corporation is organized for charitable, educational and advocacy purposes under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. It may not engage in any activity that would prevent it from qualifying for an exemption from federal income taxes under §501(c)(3) of the Internal Revenue Code.

The purposes for which the Corporation is formed as noted in its Charter are as follows:

- (a) For charitable and educational purposes, to educate the public concerning the preservation of existing equestrian trails and the establishment of new equestrian trails and open spaces;
- (b) And for any lawful act or activity for which non-stock corporations may be organized in the State of Maryland.

**SECTION 2. Individuals Benefiting from Purposes.** Those individuals interested in the purposes and activities of TROT shall be admitted as members of the Association. The Association shall reach out to the general public with activities aimed at educating individuals of the need to preserve existing equestrian trails, as well as the need for new equestrian trails which shall benefit all pleasure riders, and the community at large. The Association shall undertake those charitable activities which will assist and support the Maryland equine industry, and surrounding areas for both animal and human.

**SECTION 3. Powers.** The Association shall hold all powers conferred by the nonprofit association laws of the State of Maryland that are consistent with maintaining its status as an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and that are necessary to advance the objectives (purposes) described in Article II.

### **ARTICLE III** **FISCAL YEAR**

**SECTION 1. Fiscal Year.** The fiscal year of the Corporation shall begin January 1 and end December 31 of each year.

### **ARTICLE IV** **MEMBERSHIP**

**SECTION 1. Eligibility.** Any individual who is interested in supporting the purposes and activities of TROT may become a member by contributing the minimum amount required for annual membership dues. The Board may, at its discretion, adopt additional qualifications, rules, regulations, and policies governing membership as deemed necessary.

**SECTION 2. Application Process.** New and renewing members shall complete an application form and submit to TROT (online or hard copy) accompanied with the appropriate annual membership dues for the current fiscal year.

**SECTION 3. Membership Dues.** The Board of Directors shall determine the amount of annual membership dues. Membership may be for a single individual or for family membership (multiple adults, 18 years of age and over, residing in the same household). No membership fee shall be charged for minor children (17 years of age and younger at time of enrollment) within a family membership. Dues are owed at the beginning of the fiscal year. Renewing members who fail to pay by the end of the third month shall not be a "Member in good standing," and shall be terminated from membership. Membership dues shall not be prorated for individuals joining other than at the start of the fiscal year. Memberships are non-transferrable.

**SECTION 4. Voting Rights.** Each Member of legal voting age (18 years of age or older) shall be entitled to one vote in matters brought to the membership by the Board of Directors.

**SECTION 5. Voting Methods.** Voting at a duly called meeting of the membership shall be conducted by voice, show of hands, electronic or paper ballot. The Board of Directors shall indicate to the membership which method will be used to best record the response. In the event a matter arises that should be put to a vote of the membership, and when it is deemed at the discretion of the Board of Directors to expedite the decision on such matter, the Board may, submit the matter to the membership in writing by postal mail or electronic mail for vote and decision. The result shall be determined according to a majority of the votes received by mail within four (4) weeks after such submission to the membership. Action taken in this manner shall be as effective as action taken at a duly called meeting.

**SECTION 6. Duties of Members.** Members have the duty to pay annual membership dues to be considered a “Member in Good Standing.” Members have the duty to respect the Corporation within the Association’s code of conduct. Members have the duty and responsibility to promote and participate in the activities organized by the Corporation.

**SECTION 7. Benefits of Membership.** TROT publishes a free electronic newsletter, for its Members. Additionally, Members in good standing are permitted to vote for the Directors of the Corporation’s Board, Executive Officers, are invited to attend Business meetings, join committees, and participate in organized trail rides and other social events of the Association. Members in good standing are eligible for elected or appointed positions within the Association.

**SECTION 8. Meetings.** Members in good standing, invited guests, and official media reporters are encouraged to attend all Business Meetings and Annual Meeting of the Association to receive official reports from the Board of Directors regarding the operations and financial health of the Corporation. Meeting dates, locations, and times are published in the TROT newsletters and on the website. Members and individuals who are not a Member in good standing, an invited guest, or official media reporter who attends any meeting and causes a disruption or disturbance at the meeting may be asked to leave.

**SECTION 9. Termination, Resignation, and Reinstatement.** All rights, privileges, and interest of a Member in or to the Association shall cease on termination of membership. Membership in the Association shall terminate for failure to pay the annual dues within the fiscal year. Members may also voluntarily withdraw from membership at any time. Any Member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective on fulfillment of all obligations to the date of withdrawal. However, a Member may be reinstated to the membership, by written request from the Member to the Board of Directors, within the fiscal year of withdrawal. There shall be no refunds issued to Members resigning from membership.

**SECTION 10. Suspension and Expulsion.** Any Member demonstrating behavior detrimental to the Association, its members, mission, violating bylaws, Articles of Incorporation, policy, or procedure will be open for disciplinary action that could minimally include, but not limited to suspension or expulsion.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**SECTION 1. Number, Qualification, and Tenure of Directors.**

**5.1.1 Number.** The Board of Directors shall consist of no more than nine but no less than five (5) directors.

**5.1.2 Qualification.** A Director shall be no less than eighteen (18) years of age and eligible to be legally employed in the United States and is a Member of good standing within the Association. To maintain an office, a Director is required to attend, in person, by phone, or by other electronic means, a minimum of 75% of the business and director meetings held in a 12-month period. Failure to attend at least 75% of the meetings will constitute a resignation by the Director unless extenuating circumstances dictate otherwise.

**5.1.3 Tenure.** The tenure of each Director shall be for two (2) calendar years, beginning with the first Business Meeting of the fiscal year or until such time the Director tenders his/her resignation to the Board of Directors, or is found incompetent or incapacitated, or for any other reason is found unable to fulfill their responsibilities as a Director. The term of office may be extended an additional two (2) years if no successor is nominated. Upon completion of four years, a Director may make their candidacy known to the Selection Committee and stand for re-election. Tenure starts after the next business meeting after the vote has been held.

**SECTION 2. Selection of Directors.** Notice will be sent out to the general membership for candidates to serve as a Directors on the Board. A Selection Committee shall vet the candidate application and develop a ballot of nominees. Members in good standing and of legal voting age shall be entitled to vote on the ballot of Board Directors. The outgoing President shall automatically be a Director the following year in the role of “Immediate Past President.”

**SECTION 3. Vacancies.** If any Director is exceedingly or permanently absent due to death, removal or voluntary resignation, the President, if holding office, or the Vice President will appoint a new Director or Executive Officer to fill any vacancy for tenure of two (2) years or until a successor is duly elected, whichever comes first.

**SECTION 4. Removal from Board.** Directors deemed in violation of the Conflict of Interest Policy could result in disciplinary action that could minimally include but not limited to removal from the Board.

**SECTION 5. Compensation.** The Directors shall not be compensated for their duties as Directors of the Corporation.

**SECTION 6. Authority.** The Board of Directors shall have the authority to transact all business of the Corporation. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, execute its rules, regulations, policies and decisions of the active membership, to promote the association’s objectives, and have discretion in the disbursement of funds. The Board may adopt such policies for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, appoint committees or agents to work on specific issues or matters. The Board shall report minimally to the membership on its activities at the Annual meeting. The Board shall meet on the call of the President, or in absence of the President, on the call of Vice

Page 4 | 13

President or the Secretary should the preceding be vacant or on the written demand of twenty (20) Members of the Association.

**SECTION 7. Expenditures.** The Board of Directors shall authorize all expenditures and exercise due diligence prior to authorizing dispensation of funds.

**SECTION 8. Meetings.**

**5.8.1 Annual Meeting.** The Board of Directors shall preside over the Annual Meeting of the membership. Annual reports and other proper matters shall be conducted at the Annual Meeting. Directors shall provide the membership with at least thirty (30) days' notice of the date, time, and location of the Annual Meeting. In the absence of an established date for the Annual Meeting, the first Business Meeting of the fiscal year shall be deemed the Annual Meeting for purposes of providing annual reports and conducting other proper matters.

**5.8.2 Business Meetings.** Business meetings are open to all members and are a form to communicate with TROT members concerning financial status, progress on activities, committee activity, updates on current issues, plans for continued sustainability and voting on matters of concern.

**5.8.3 Board of Directors Meetings.** The Board of Directors may meet separately for matters of confidentiality. There will be a minimum of one meeting each quarter. If there is a vote on matters, the result shall be presented to the membership in the minutes, at the next business meeting unless the topic discussed is confidential.

**5.8.4 Special Meetings.** Special meetings of the Board of Directors may be called by the President or Secretary, by written request of two or more Directors, or upon the written demand of twenty (20) Members of the Association.

**5.8.5 Notice.** Membership shall be notified of meetings by (1) written communication, (2) electronic communication, or (3) by telephone specifying the purpose, date, time, and location of the meeting.

**5.8.6 Voting.** Only members of the Board of Directors shall have the right to vote on matters brought before the Board. A majority of the whole number of Directors must be present for a vote to take place. Voting may be by (1) show of hands, (2) voice, (3) paper ballots, or (4) electronic communication. The President shall vote to break any tie. The Secretary shall be responsible for noting the method and outcome of all voting, including votes of affirmation, disapproval, and abstention.

**ARTICLE VI**

**EXECUTIVE OFFICERS (ELECTED OFFICERS)**

**SECTION 1. Number and Tenure of Officers.** Elected Officers shall serve on the Board of Directors. There shall be a President, Vice President, Secretary, and Treasurer. The tenure of an Officer shall begin immediately upon their election beginning with the first Business Meeting of the fiscal year and shall continue for two (2) years or until such time the Officer tenders his/her resignation to the Board of Directors, or is found incompetent or incapacitated, or for any other reason is found unable to fulfill their responsibilities as an Elected Officer or until a successor is duly elected. Officers are eligible for re-election to the same or different position.

**SECTION 2. Election of Officers.** Notice will be sent out to the general membership for candidates to serve as an Elected Officer. A Selection Committee shall vet the candidate application and develop a ballot of nominees. Members in good standing, of legal voting age, shall be entitled to vote to determine who will serve as Elected Officers for the Board of Directors.

**SECTION 3. Vacancies.** Upon the death, voluntary resignation or exceedingly or permanently absence of any Officer, the President, or Vice President if the President is permanently absent, may make an appointment to fill any the vacancy for the balance of the term. The President, if holding office, or the Vice President will appoint a new Officer to fill any vacancy for tenure of two (2) years or until a successor is duly elected, whichever comes first.

**SECTION 4. Removal from Board/Office.** Elected Officers deemed in violation of policies or procedures could result in disciplinary action that could minimally include but not limited to removal from office.

**SECTION 5. Compensation of Officers.** Officers shall not be compensated for their duties as Officers of the Corporation.

**SECTION 6. President – Powers and Duties.** The President shall conduct the affairs of the Corporation in accordance with these Bylaws and the policies promulgated by the Board of Directors using best business practices. The President shall preside over all meetings of the Corporation. The President shall have the authority to approve all bills before payment by the Treasurer. The President shall present an Annual Report of Corporation business at the Annual Meeting. The President or the President's delegate shall attend all meetings of the Association, Board of Directors, and as invited to other organizations on behalf of TROT. The President shall be a member ex officio of all committees.

**SECTION 7. Vice President – Powers and Duties.** The Vice President shall assume the duties of the President in his/her absence and shall assist the President in the conduct of the affairs of the Corporation. In the event of resignation or other permanent absence of the President, the Vice President shall assume the duties of that office as if he/she had been duly elected president.

**SECTION 8. Secretary – Powers and Duties.** The Secretary shall keep records and minutes and conduct communications and perform such other duties as may be defined by the Board of directors. The Secretary shall be responsible for maintaining the minutes of the meetings of the Corporation. The Secretary shall be responsible for receiving and responding to all correspondences under the general direction of the President. The Secretary shall be the custodian of all records, documents, and other corporate property of the Corporation, or to arrange for the proper safekeeping of such corporate property. The Secretary shall maintain a complete list of directors and their respective addresses and contact information. Upon expiration of term in office, the Secretary shall deliver all records, documents, and other Corporation property to the successor.

**SECTION 9. Treasurer – Powers and Duties.** The Treasurer shall be responsible for maintaining the financial records of the Corporation. All monies collected shall be deposited in a financial institution designated by the Board of Directors. Disbursements shall be made pursuant to Board policies and procedures. The Treasurer shall submit a financial statement for each regular Business meeting at least two (2) days prior to the meeting and distributed to the board for review.

The financial report shall become part of the records of the regular meetings of the Board of Directors. The Treasurer shall submit a written year-end report summarizing the Corporation's financial condition at the first Business Meeting of the new fiscal year and at any scheduled Annual Meeting. The report presented at the Annual Meeting can be audited under the direction of the board or 1/3 of the membership.

## **ARTICLE VII** **COMMITTEES**

**SECTION 1. Designation.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate standing or special committees. “Standing” committees are those necessary for regular and ongoing operations of the Corporation. “Special” committees are those necessary for short term (e.g. “audit committee”) or special activities (e.g. social events). All committees are to be comprised as directed by the Board of Directors. The committees are to operate under the control of the Board of Directors. All committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors. The President shall be a member ex officio of all committees.

**7.1.1 Committee Chairs.** The chairperson of all committees shall be appointed by the President. A chairperson may be a member of the Board of Directors or be selected from the general membership. The chairperson may select a co-chair and solicit any number of Members necessary to fulfill the responsibilities and tasks assigned to that committee. Members of the general public may be asked to serve on a committee if there are not enough Members interested in assisting the committee. The chairperson is responsible for presenting committee reports to the Board of Directors as directed.

**SECTION 2. Standing Committees.** There shall be at least three standing committees: Executive Committee, Selection Committee, and Membership Committee. The designation of these committees as Standing Committees does not preclude other committees, current or future, as being designated as a Standing Committee.

**7.2.1 Executive Committee (Elected Officers).** The President, Vice President, Secretary, and Treasurer shall comprise the Executive Committee. The Executive Committee shall meet at such times as deemed necessary by the President to discuss matters of the Corporation that may be brought forth to the full Board of Directors for its consideration, authorization, and vote. The Executive Committee shall not have the authority to make decisions on behalf of the Corporation in a manner that would bind or otherwise legally require action or inaction by the Corporation without the majority vote of the Board of directors.

**7.2.2 Selection Committee.** The Board of Directors shall select a Selection Committee. The Committee shall be announced electronically and selected with enough time to do their work to present a slate of candidates no later than 30 days before the first Business Meeting of the year. The Selection Committee shall be responsible for ensuring the eligibility and relevant skills of candidates, commitment to TROT and our mission statement, consider feedback regarding candidate's suitability, completeness of the nomination application, and securing the candidates' consent to be nominated for an office. All candidates approved by the Committee shall be placed on the official slate and presented to the membership for voting.

**7.2.3 Social Media and Outreach Committee.** The Board of Directors shall appoint a Social Media and Outreach Committee for the purposes of marketing and outreach activities at such events as may be approved by the Board of Directors, prepare and send membership renewal notices, and encouraging the membership to actively engage in organized social events and meetings of the Association.

**7.2.4 Membership Registrar.** At the first meeting of the Board of Directors following its election, the President shall appoint a Membership Registrar. The Registrar shall be responsible for maintaining membership records in a timely and orderly manner; collecting dues and forwarding the funds to the Treasurer for deposit, issuing current membership reports to the Board prior to the business meeting of the Board, and provide a full listing of membership data in an electronic format for TROT Archives. The Registrar shall be the Chair of the Membership Committee.

**SECTION 3. Volunteer Committees.** The Corporation recognizes Volunteer Committees as significant components of the Association such as, Newsletter, Trail Rides, Events, and Adopt-A-Trail. Other Volunteer Committees may be formed from time to time pursuant to Article VII of these Bylaws. Volunteer Committees may later develop and be recognized as a Standing Committee.

## **ARTICLE VIII**

### **ADVISORS**

**SECTION 1. Purpose.** The Board of Directors may, from time to time, seek the services of advisors who by their training or experience may provide specialized knowledge and assistance to the Corporation. Such services shall not be compensated unless prior authorization by the Board permits such compensation (e.g. accounting or legal services).

**SECTION 2. Advisory Board.** At its discretion, the Board of Directors may select individuals to serve on a panel or board for ongoing advice and assistance in its strategic decision-making process and provide guidance in a meaningful manner on a regular basis in different areas, including but not limited to, law, organizational development, technology, policy development, fundraising programs, and outreach projects.

**8.2.1 Composition.** The members of the Advisory Board shall be comprised of individuals whose abilities, experiences, and knowledge will enhance the overall mission and operations of TROT. The Board of Directors shall select those individuals whose personal or professional background will provide expertise to the Board of Directors in its decision-making capacity.

**8.2.2 Number and Tenure of Advisory Members.** If needed, there shall be at least one and no more than fifteen advisory members. The tenure of each advisory member shall be indefinite until such time until such time as the function that was initially required has been satisfied, or the individual tenders resignation to the Board of Directors, or is found incompetent (based on majority of Board vote) or incapacitated, or for any other reason is found unable to fulfill their responsibilities as a member of the Advisory Board.

**8.2.3 Compensation.** Members of the Advisory Board shall not be compensated for their participation.



**ARTICLE IX**  
**CODE of CONDUCT FOR BOARD DIRECTORS, OFFICERS, CHAIRPERSONS**

**SECTION 1. Code of Conduct.** At all times Board Directors, Elected Officers, and committee members with governing powers are to direct their activities and conduct themselves by the corporate standards of the duties of care and loyalty; to act in good faith, perform their duties with diligence and honesty, and share in the responsibility to act in the best interests of the Corporation.

**SECTION 2. Duty of Care.** The Duty of Care requires all members of the Corporation responsible for decision making on behalf of the Corporation to (a) exercise independent judgment, (b) be informed, (c) delegate responsibly when working with volunteers and other agents of the Corporation, and (d) adopt policies and procedures to ensure the management of the Corporation fulfills its purposes and obligations as a non-profit organization.

**9.2.1 Decision-making.** Board Directors, Elected Officers, and committee members with governing powers have the responsibility to exercise independent judgment, and to the extent for individuals that manage the affairs of the Corporation, should, whenever necessary, obtain additional information from professional and/or independent resources in performing the task of decision-making.

**9.2.2 Best Interest of Corporation.** Board Directors, Elected Officers, and committee members with governing powers are required (1) to make every attempt to attend all meetings of the Corporation, (2) to communicate openly with the other Board Directors, Officers, Chairpersons of the Corporation, (3) to supervise such duties as are appropriate to delegate to volunteers and other agents of the Corporation, and (4) to adopt policies and procedures that serve the Corporation's best interest, (5) delegate responsibly, (6) keep membership informed, and (7) develop sound operational procedures.

**SECTION 3. Duty of Loyalty.** The Duty of Loyalty requires all the Board Directors, Elected Officers, and committee members with governing powers to exercise their powers in good faith and solely for the best interests of the Corporation. A Director, Officer or Chairperson is prohibited from using their corporate position for individual personal advantage.

**9.3.1 Rights.** Board Directors, Elected Officers, and committee members with governing powers have the right to (1) access management, (2) review corporate books and records, (3) receive notice of meetings, (4) have the right to dissent, and (4) access to minutes of all meetings.

**9.3.2 Responsibilities.** Board Directors, Elected Officers, and committee members with governing powers have the responsibility to (1) maintain the confidentiality of the Corporation's affairs, (2) to avoid conflicts of interest, and (3) to fully disclose to the Corporation material facts regarding any transactions that may result in a breach of the Director's or Officer's duty of loyalty. The Board of Directors may require Chairpersons to execute a Conflict of Interest Statement upon accepting the responsibility of a committee.

**SECTION 4. Duty of Confidentiality.** The Duty of Confidentiality requires all Board Directors, Elected Officers, and committee members with governing powers to maintain the confidentiality of those matters brought before the Board of Directors and members to exercise good judgment in line with policies and procedures when discussing matters of the Board or TROT with other individuals inside or outside the Association.

## **ARTICLE X**

### **POLICIES**

**SECTION 1. Policies and Procedures.** Policies and procedures shall be made available to all Members of the Corporation that are in good standing. Members of the Corporation shall adopt, review, and make recommendations to policies and procedures as needed. Policies will provide consistent processes and structure, ensure compliance with regulations and laws, guide fair decision making, and aid in the operational procedures. Policies shall include but are not limited to Membership, Advisors, Amendments, Conflict of Interest.

**SECTION 2. Conflict of Interest Policy.** A Conflict of Interest policy shall be adopted by resolution by the Officers of this Corporation. The policy shall provide the procedures by which the Corporation shall assure that the setting of compensation, management of business affairs, and contract negotiations shall not compromise the purposes for which the Corporation has been formed or the manner in which the business operations of the Corporation are conducted.

**SECTION 3. Funds.** The Association shall use its funds only for objects and purposes specified in its charter and these Bylaws. Any property acquired shall be held in the name of the Corporation and is not transferable to individual members.

## **ARTICLE XI**

### **INDEMNIFICATION**

**SECTION 1. Definitions.** As used in this Article XI, any word or words that are defined in §2-418 of the Corporations and Corporations Article of the Annotated Code of Maryland, as amended from time to time (the "Indemnification Section") shall have the same meaning as provided in this Indemnification Section.

**SECTION 2. Indemnification of Directors and Officers.** The Corporation shall provide Directors & Officers Insurance for the purpose to indemnify each Director and Officer for any act or omission the Director or Officer performs or omits with respect to Corporation matters, unless the act or omission involves fraud, gross negligence, or an intentional breach of the Bylaws and/or policies of the Corporation.

**SECTION 3. Indemnification of Other Agents.** The Corporation is not obligated to, but may indemnify other agents of the Corporation, including employees and/or volunteers, for any act or omission the agent performs or omits with respect to Corporation matters, unless the act or omission involves fraud, gross negligence, or an intentional breach of the Bylaws and/or policies of the Corporation.

**SECTION 4. Liabilities.** Nothing herein shall constitute Members of the Association as partners for any purpose. No Member, Director, Officer, agent, or employee shall be liable for the acts or failure to act of any other Member, Director, Officer, agent, or employee of the Association. Nor shall any Member, Director, Officer, agent, or employee be liable for his/her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his/her willful misfeasance or other wrongful act or blatant noncompliance of the Association's policies, procedures, and Bylaws.

## **ARTICLE XII**

### **ASSOCIATION ACTIVITIES**

**SECTION 1. Association Activities.** The declared purposes of this Association to operate primarily for charitable and educational purposes and to preserve and establish equestrian trails and open spaces. The Association shall serve its Members through organized events and activities which benefit the membership and community at large. Such activities may include, but are not limited to, the following:

- (a) To advocate to preserve and promote equestrian trails and open spaces for public recreational use and for the ecological and aesthetic benefit of the larger community;
- (b) To educate and work with interested stake holders in creating new trails and preserving existing trails for equestrian use;
- (c) To seek inclusion of a trail system within various master plans;
- (d) To educate the general public, trail users, and TROT Members on trail riding etiquette, proper horse care, and safe riding practices,
- (e) To promote trail riding in all forms such as pleasure riding, competitive riding, and endurance riding, and other similar equestrian activities and to foster amateur equestrian competitions in these forms of trail riding;
- (f) To promote the interests of riders and non-riders in all phases of horse management,
- (g) To offer TROT Members social opportunities to promote camaraderie and shared interest of trail riding and horses; and
- (h) To present and provide educational materials related to equine care and trail riding activities to the general public and public officials, in a nonpartisan manner, for enlightenment and informative communications.

## **ARTICLE XIII**

### **POLITICAL ACTIVITIES**

**SECTION 1. Authorized Activities.** Pursuant to §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the Corporation is limited in those activities which promote public policy issues. The Corporation shall limit any activities which are political or legislative in nature to the following activities:

- 13.1.1** The Corporation may conduct educational meetings in a manner that is in line with TROT policies and procedures regarding public policy issues which would be considered important to those individuals interested in the services of the Corporation;
- 13.1.2** The Corporation may conduct candidate educational meetings only if all candidates running for that office are invited to attend such a meeting for the purpose of engaging in a balanced informational forum (not all candidates are required to attend to conduct such meeting); and

**13.1.2** Members may assist in local voter registration drives in a neutral and unobtrusive manner.

**SECTION 2. Unauthorized Activities.** Pursuant to §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the Corporation shall not engage in the following political or legislative activities:

**13.2.1** Any activity that is directly or indirectly organized and operated for the purpose of contributing funding to any legislative or judiciary candidate or incumbent.

**13.2.2** Members may advocate on matters of importance to their beliefs, convictions, and activities, but may not identify themselves as advocating or lobbying on behalf of the Corporation, unless previously authorized or appointed, when addressing members of any federal, state, or local government branch or agency. When addressing pending or proposed legislation before any government branch, the Member must clearly state they are not representing the Corporation on the matter, and are addressing the officials as an individual, not a representative of TROT.

## **ARTICLE XIV**

### **FUNDRAISING**

**SECTION 1. Purpose.** All fundraising activities of the Corporation shall be solely and exclusively for generating revenues for the operation of the Corporation in fulfilling its purposes in accordance with these Bylaws and the Articles of Incorporation, and in a manner that does not risk the Corporation's status as a tax-exempt non-stock corporation.

**SECTION 2. Methods.** Methods in which fundraising activities may be conducted include, but are not limited to, (a) direct mailings, (b) email solicitations restricted to authorized email addresses, (c) personal solicitations, (d) phone and electronic solicitations, and (e) acceptance of donations in kind, (f) events. Unsolicited donations may also be accepted from individuals and organizations wishing to assist the Corporation in fulfilling its purposes.

**SECTION 3. Limitations.** The Corporation also shall not engage the services of professional solicitors or organizations for the purposes of raising funds for the Corporation.

## **ARTICLE XV**

### **ADMENDMENTS**

**SECTION 1. Amendment of Bylaws.** The Board of Directors and Members of the organization shall have the authority to suggest amendments, alterations, or repeal of these Bylaws or any provision thereof. These Bylaw changes must be approved by vote of the membership as outlined in Article IV, Section 5.

## **ARTICLE XVI**

### **TERMINATION OF CORPORTATION**

**SECTION 1. Event of Dissolution.** The dissolution of the Corporation shall only be approved by resolution of a majority of the membership pursuant to §5-208(a) of the Code at a meeting called for that purpose and with written notice received no less than fifteen (15) days in advance.

**SECTION 2. Procedure for Winding up and Dissolution.**

**16.2.1 Assets Distribution.** If the Corporation is dissolved, the remaining Directors shall wind up affairs. On winding up of the Corporation affairs, the assets of the Corporation shall be distributed, first to creditors of the Corporation, remaining assets to be distributed pursuant to the tax-exempt nature of the Corporation, which shall be to a charitable and educational organization with similar purposes as the Association.

**16.2.2 Method.** The Corporation may pre-determine to which organization or organizations, similarly, organized and operating exclusively for such purposes as the Corporation, the remaining assets shall be distributed. If the Corporation does not designate an organization or organizations which qualify within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the remaining assets of the Corporation shall be distributed by the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**SECTION 3. Filing of Articles of Dissolution.** If the Corporation is dissolved, the Directors shall promptly file the Articles of Dissolution with the State Department of Assessments and Taxation. If there are no remaining Directors, the Articles shall be filed by the last person to be a Director; if there are no remaining Directors, the Resident Agent of the Corporation shall file the Articles.

The undersigned hereby certifies that:

1. She is duly elected and acting Secretary of TROT, a nonprofit association duly organized and existing under the laws of the State of Maryland and
2. The foregoing bylaws, comprising thirteen (13) pages, constitute the amended bylaws of TROT as adopted by the Executive Committee on September 01, 2025.

*Sandra Bourdeaux*

Sandra Bourdeaux, Secretary