

BYLAWS

OF

EQUESTRIANS INSTITUTE

Effective: 9/11 2011

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BYLAWS OF EQUESTRIANS INSTITUTE

ARTICLE 1 MEMBERSHIP

Section 1.1 Classes. The membership of the corporation shall consist of three classes of members, to be designated as follows: “adult member,” “youth member,” and “life member.”

Section 1.2 Adult Member. Adult members of the corporation shall consist of those individuals age 18 and older as of the date of the beginning of the current fiscal year, and who shall have paid all membership dues.

Section 1.3 Youth Member. Youth members of the corporation shall consist of those individuals younger than 18 years as of the date of the beginning of the current fiscal year, and who shall have paid all membership dues.

Section 1.4 Life Member. Life members of the corporation shall consist of those individuals age 18 or older as of the date of the beginning of the current fiscal year, and who shall have purchased a "Life Membership".

Section 1.5 Certificates of Membership. Certificates of membership in the corporation may be issued. If issued, they shall be numbered, and the respective members' names shall be entered in the membership register of the corporation as the certificates are issued. Certificates shall bear the member's name.

Section 1.6 Status of Membership. Membership in the corporation shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

Section 1.7 Termination of Membership. Membership in the corporation may be terminated for any action by a member that is detrimental to the best interests of the corporation, including but not limited to cruelty or misuse of an animal. Removal shall require the affirmative vote of two-thirds (2/3rds) of the board of directors. In the event that any such termination is contemplated, the board of directors shall notify the member in writing of the reasons for the proposed action, and of the time and place of the meeting of the board of directors at which termination is to be considered, not later than ten (10) days prior thereto. At the meeting, the accused member shall be entitled to respond to the stated reasons, and to be heard in his or her own defense.

Section 1.8 Dues. The annual membership dues for any class of membership of the corporation shall be as determined by the board of directors from time to time.

ARTICLE 2 MEETINGS OF MEMBERS

Section 2.1 Annual Meetings. The annual meeting of the members for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the membership, shall be held each year on a date determined by the board of directors from time to time, at a such location and time as shall be determined by the president.

Section 2.2 Special Meetings. Special meetings of the membership for any purpose or purposes may be called at any time by the president of the corporation or by the board of directors, at such time and place as the president or the board of directors may prescribe. Special meetings of the members may also be called by members having at least one-tenth (1/10th) of the votes entitled to be cast at such a meeting. Upon request by such members, it shall be the duty of the secretary to call such a special meeting of the membership at such time and place as the secretary may fix, not less than ten (10) nor more than fifty (50) days after the receipt of said request. If the secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying the time and place of the meeting.

Section 2.3 Notice of Meetings. Notice of the time and place of the annual meeting, and in case of a special meeting, the time, place and purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. Notice of regular meetings other than the annual meeting shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by these Bylaws. Such notice may be delivered by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, or by telegram or teletype.

Section 2.3.1 Consent to Notice By Email. If notice is provided to members by email, it is effective only with respect to members who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A member who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation of consent to the corporation. The consent of any member is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the member's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 2.3.2 Delivery of Notice By Email. Notice provided by email to a member who has consented to receive notice by such means is effective when it is emailed to an address designated by the member for that purpose.

Section 2.3.3 Delivery of Notice By Posting to Electronic Network. The corporation may provide notice of the time and place of any meeting of the members by posting the notice on an electronic network, provided that the corporation also delivers to the members notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 2.3.4 Delivery of Notice By Other Means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when transmitted.

Section 2.4 Quorum. The Members present at any meeting shall constitute a quorum. The vote of a majority of the votes cast by the members present at a meeting shall be necessary for the adoption of any matter voted upon by the members.

Section 2.5 Voting. The following members, whose dues are current, shall be entitled to one vote: Adult Members and Life Members. A member entitled to vote may vote in person at any meeting or by mail or electronic transmission as provided for in these Bylaws.

Section 2.5.1 Voting by Mail. A vote may be conducted by mail if the text of each proposal to be voted upon is set forth to members with at least ten (10) days notice, and the corporation has designated an address or location to which the physical ballot may be mailed or delivered. Members voting by mail are present for all purposes of quorum, count of votes, and percentages of total voting power present.

Section 2.5.2 Voting by Electronic Transmission. A vote may be conducted by electronic transmission if the text of each proposal to be voted upon is set forth to members with at least ten (10) days notice, and the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Members voting by electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

Section 2.6 Meetings Held by Telephone or Similar Communications Equipment. Meetings of members may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 3 CHAPTERS

The corporation may have chapters, which shall be approved by the board of directors. Specific Procedures regarding the approval, operation and activities of chapters shall be set forth in such policies and procedures regarding chapters as may be adopted and amended, from time to time, by the board.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 Powers and Qualifications. The affairs of the corporation shall be managed by the board of directors, who shall be elected from among the corporation's membership.

Section 4.2 Number and Term. The number of directors of the corporation shall be not less than five (5) and shall include representation from each equestrian discipline for which the corporation has identified an interest in promoting. The board of directors, by amendment of these Bylaws, may increase or decrease the minimum number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent and provided further that the board of directors may not decrease the number of directors below the number required by law. All directors shall serve a term of two (2) years, which terms may be staggered by the board such that approximately one-third (1/3) of the directors' terms will expire in any given year.

Section 4.3 Election. The directors shall each be elected by a majority of the membership present at each annual membership meeting, to hold office until the expiration of his or her term of office, and until his, her or their respective successors are elected and qualified. Such votes may be taken by mail or by electronic transmission as provided for in these Bylaws, if the name of each candidate to be voted upon is set forth in the notice of the meeting and the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballots are electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.

Section 4.4 Resignation. A director may resign at any time by filing his or her resignation, as executed by the director, with the secretary.

Section 4.5 Vacancies. The board of directors shall have the power to fill any vacancy occurring in the board due to resignation, removal or incapacity of a director. The director appointed or elected, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 4.6 Removal. Any member of the board of directors may be removed by a two-thirds (2/3rds) vote of the voting members present at a special meeting called for that purpose. Written notice of the meeting must state both the reason for the meeting (proposed removal of a director) and the stated reason for the proposed removal, which notice shall be delivered to the members at least ten (10) days prior to such meeting.

Section 4.7 Nomination. The board, or a nominating committee appointed by the board, shall select candidates for election as officer directors and at-large directors within a reasonable time before the date of any election of directors.

Section 4.8 Committees of the Board. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint committees of the board. To the extent that any committee of the board shall have and exercise the authority of the board of directors in the management of the corporation as specified in said resolution, such committee shall consist of two (2) or more directors. However, no such committee of the board shall have the authority of the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee of the board or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefore; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee of the board and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him or her by law.

ARTICLE 5 MEETINGS OF BOARD OF DIRECTORS

Section 5.1 Annual Meeting. The annual meeting of the board of directors shall be held immediately after the annual membership meeting or any membership meeting at which any members of the board of directors is elected. Said meeting shall be held at the same place as the membership meeting unless some other place shall be specified by resolution of the membership at such meeting.

Section 5.2 Special Meetings. Special meetings of the board of directors may be held at any place and time, whenever called by the president or any two (2) directors.

Section 5.3 Notice of Meetings. No notice of the annual meeting of the board of directors shall be required. Notice of the time and place of any special meeting of the board of directors shall be given by the secretary, or by the director or directors calling the meeting, by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, telegram, teletype, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

Section 5.3.1 Consent to Notice By Email. If notice is provided to directors by email, it is effective only with respect to directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any director is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the director's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 5.3.2 Delivery of Notice By Email. Notice provided by email to a director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

Section 5.3.3 Delivery of Notice By Posting to Electronic Network. The corporation may provide notice of the time and place of any special meeting of the board of directors by posting the notice on an electronic network, provided that the corporation also delivers to the director notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 5.3.4 Delivery of Notice By Other Means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when transmitted.

Section 5.3.5 Effect of Attendance at Meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.4 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business except as otherwise provided by law or these Bylaws. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 5.5 Meetings Held by Telephone or Similar Communications Equipment.

Members of the board of directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5.6 Meetings to be Open to the General Membership. To the extent possible, as shall be determined by the board from time to time, all board meetings shall be open to the General Membership except for any executive session thereof.

**ARTICLE 6
ACTIONS BY WRITTEN CONSENT**

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or board of directors (or its committees) of the corporation, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed (as defined herein) by all of the members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, “executed” means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity.

**ARTICLE 7
WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**ARTICLE 8
OFFICERS**

Section 8.1 Officers Enumerated. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be deemed necessary by the board of directors, each of whom shall be annually elected by the board of directors from among the directors then serving, and all of whom shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to

the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors may prescribe.

Section 8.2 The President. The president shall exercise the usual executive powers pertaining to the office of president. The president shall preside at meetings of the board of directors and committees exercising any authority of the board and of the membership.

Section 8.3 The Vice President. In the absence or disability of the president, the vice president shall act as president.

Section 8.4 The Secretary. It shall be the duty of the secretary to keep records of the proceedings of the board of directors and of the membership, to administer the membership register, and, when delegated authority to do so, to sign and execute all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation.

Section 8.5 The Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and in general, shall perform all of the duties incident to the office of treasurer.

Section 8.6 Vacancies. Vacancies in any office arising from any cause may be filled by the board of directors at any annual or special meeting.

Section 8.7 Salaries. The salaries of all officers and agents of the corporation, if any, shall be fixed by the board of directors.

Section 8.8 Removal. Any officer elected or appointed may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE 9 LIMITATION OF DIRECTORS' LIABILITY

A director shall have no liability to the corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 10 INDEMNIFICATION

Section 10.1 Right to Indemnification of Directors and Officers. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 10.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 10.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 10.1 or otherwise.

Section 10.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 10.1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of the corporation (including its board of directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors or independent legal counsel) that the

claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 10.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or vote of disinterested directors or otherwise.

Section 10.4 Insurance, Contracts and Funding. The corporation may maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.510 of the Washington Business Corporation Act, or any successor provisions. The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 10.5 Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE 11 ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 11.1 Fiscal Year. The corporation's fiscal year shall be January 1 through December 31.

Section 11.2 Loans Prohibited. The corporation shall make no loans to any officer or to any director.

Section 11.3 Books and Records. The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; a list of members, including names, addresses and classes of membership, if any; correct and adequate statements of accounts and finances; a list of officers' and directors' names and addresses; minutes of the proceedings of the members, if any, and of the board, and any minutes which may be maintained by committees of the board. The corporate records shall be open at any reasonable time to inspection by any member of more than

three (3) months' standing or a representative of more than five percent (5%) of the membership. Costs of inspecting or copying shall be borne by such member except for copies of Articles of Incorporation or Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

Section 11.4 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3rds) of the members present at any annual or special meeting of the membership.

Section 11.5 Rules of Procedure. The rules of procedure at meetings of the membership and of the board of directors of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of directors.

Section 11.6 Policies and Procedures Documentation. The corporation shall keep and maintain Policies and Procedures governing the operation of the corporation and make these documents accessible to any and all members in electronic form.

Section 11.7 Amendment of Policies and Procedures. The board, or a committee designated by the board shall from time to time update the corporation Policies and Procedures and publish all proposed changes on the corporation's website for a 30 day comment period. At the end of the 30 day comment period, the board shall take the appropriate actions to approve, reject or amend proposed changes.

CERTIFICATION

Alison Moss, being Secretary of Equestrians Institute, hereby certifies that the foregoing Bylaws were duly adopted by the board of directors on _____, and approved by the corporation's membership on _____.

Alison Moss
Secretary