



**BYLAWS
of
POMFRET HORSE AND TRAIL ASSOCIATION, INC.**

Article 1 – NAME AND PURPOSE

Section 1

The name of the organization shall be Pomfret Horse & Trail Association, Inc., hereafter referred to as PHTA or the Association. PHTA is a non-profit corporation under the laws of the State of Connecticut.

Section 2

The purpose of PHTA shall be:

- a) To preserve, protect, and maintain open space and the century-old system of riding and hiking trails in and around Pomfret, Connecticut.
- b) To work with landowners, local land trusts, and towns to maintain access to and expand trail networks.
- c) To promote responsible horseback riding practices and minimal impact trail use.

Article 2 – PLACE OF BUSINESS

The principal place of business of PHTA shall be located at the residence of the duly elected President. Its mailing address will be the same as the registered address with the Office of the Secretary of the State of Connecticut.

Article 3 – MEMBERSHIP

Section 1: Eligibility

Any person interested in equines and equine-related activities and who subscribes to the purposes of PHTA is eligible to become a member with voting privileges. There shall be four types of membership:

- a) Individual membership open to persons age 18 and over
- b) Junior membership open to persons under age 18
- c) Family membership for 2 or more family members including children under age 18
- d) Honorary membership

While membership is to be unrestricted as to residence, PHTA's primary focus is Pomfret, Connecticut.

Section 2: Dues

The membership year shall run from January 1 to December 31 of each year. Membership dues shall be set by the Board of Directors and approved by the general membership. Dues are payable by January 31 each year. No member may vote whose dues are not paid for the current year. Non-payment of dues will result in termination of membership. Dues are not refundable.

Section 3: Rights of Members

All duties and powers not expressly delegated to the Board of Directors by Article 4 of these bylaws are retained by the members of the Association.

Section 4: Termination of Membership

The Association may suspend or expel any member or officer for conduct prejudicial to the best interests of the Association.

Article 4 – DIRECTORS AND OFFICERS

Section 1: Board of Directors

The Board shall be comprised of the officers and three (3) other persons, all of whom shall be members in good standing.

- a) The officers and directors shall be elected at the annual meeting by a majority vote of the members and shall serve for a two (2) year term.
- b) Directors shall assume their positions at the close of the annual meeting at which their election is declared.
- c) There is no limit to the number of times a director may be re-elected.
- d) The number of directors may be increased or decreased by amendment of the by-laws.
- e) Should a vacancy arise on the Board for any reason, the Association shall elect a new director by majority vote at a special meeting.

Section 2: Duties and Powers

General management of the Association's affairs shall be entrusted to the Board of Directors. The Board shall have the following duties:

- a) To hold meetings at such times as it deems appropriate
- b) To approve the requests of officers or members for reimbursements and reasonable expenses incurred in connection with Association business
- c) To audit bills and disburse the funds of the Association
- d) To annually report to the members regarding the state of the Association and its financial affairs
- e) To prepare and propose the annual budget for approval by the membership

- f) To prepare and file any forms required by federal and state government
- g) To enter into contracts on behalf of the Association

Section 3: Officers

The Association's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings.

- a) The President shall preside at all meetings of the Association and of the Board; sign all contracts and other obligations of the Association with the approval of the Board of Directors; appoint all committee chairs; call special meetings of the Association; and perform all other duties usually assigned to this office.
- b) The Vice-President shall, in the absence of the President, perform all duties of the President.
- c) The Secretary shall take minutes, including all persons originating motions, at all general and Board meetings, and have them available to all members; give notice of general and Board meetings; give notice of the annual meeting; and keep the correspondence, minutes, and treasurer's reports.
- d) The Treasurer shall oversee the financial affairs of the Association; keep an account of all monies received and expended for the use of the Association; deposit all monies in a checking or savings account at a bank approved by the Board; and make a financial report at each meeting.

In the event of the absence or disability of the Secretary or Treasurer, the Board may appoint a Secretary or Treasurer pro tem.

Section 4: Compensation

Directors shall not be paid for their services on the Board.

Article 5 - MEETINGS AND VOTING

Section 1: Annual Meeting

The Annual Meeting of the Association shall be held during the month of January each year at a time and place designated by the Board for the purpose of electing the officers and Board of Directors, approving the budget, and any other business to come before the Association.

Section 2: General Meetings

General meetings of the Association shall be held at least six (6) times a year at a time and place designated by the Board of Directors. Written notice shall be emailed by the Secretary at least seven (7) days prior to the date of the meeting.

Section 3: Board Meetings

Meetings of the Board of Directors shall be held as needed at a time and place designated by the Board. Written notice shall be emailed by the Secretary at least seven (7) days prior to the date of the meeting.

Section 4: Quorums

The quorum of this Association at any regular meeting shall consist of members present. A quorum for the Board of Directors at any meeting shall consist of a majority thereof.

Section 5: Voting

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any general meeting of the Association at which s/he is present. Proxy voting shall not be permitted at any meeting or election.

Section 6: Meeting Business

All meetings of the Association or Board of Directors shall be conducted under Robert's Rules of Order.

Article 6 - COMMITTEES

The Board may create committees as needed. The President has the power to appoint a committee chair.

Article 7 – FINANCES

Section 1: Powers

The powers of the PHTA Board of Directors are to own, direct, manage, supervise, and control all property and funds of the Association.

Section 2: Contracts

The Board of Directors may authorize any officers or agents of the Association to enter into any contracts or execute and deliver any instrument in the name of Pomfret Horse and Trail Association, and such authority may be general or may be confined to specific instances.

Section 3: Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Association will be signed by the Treasurer. The President is authorized to sign in the absence of the Treasurer.

Section 4: Deposits

All funds of the Association shall be deposited in such banks as the Board of Directors may select.

Article 8 - FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Article 9 - INDEMNIFICATION

No officer or director will ever have to pay any money as a consequence of any action, unless it was a direct consequence of gross or willful negligence on the part of the officer or director. If payment is to be made for any reason not involving gross or willful negligence, such payment will be made from the funds of the Association, either directly or as reimbursement to the officer or director.

Article 10: DISSOLUTION

In the event of the Association's dissolution, all of its remaining assets and property shall be donated, transferred, or conveyed by the Board to one or more nonprofit organizations that is engaged in similar equine activities.

Article 11: REVISION OF BYLAWS

The Bylaws shall be reviewed annually by the Board. Members may submit proposed changes to the Bylaws for Board review. The Bylaws may be amended by a quorum of the membership.

Approved May 7, 2018