



MANITOBA HORSE TRIALS

BY-LAWS

Approved: February 13, 2021

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ARTICLE I – Name

The name of this organization shall be “Manitoba Horse Trials, Inc.” (hereinafter referred to as the ‘Corporation’). The Corporation represents members in good standing who are interested in the sport of combined equestrian training (Eventing) in the Province of Manitoba, Canada.

ARTICLE II – Object

Section 1 – The purpose of this not-for-profit Corporation shall be to promote and develop Eventing by bringing together those who are interested in helping each other to develop, educate, encourage, and expand the Eventing knowledge and capabilities of its members by:

- a) providing education and learning for both horses and riders in Eventing,
- b) promoting and encouraging advancement in the knowledge and practice of Eventing,
- c) endeavoring to raise the standard of Eventing in the Province of Manitoba,
- d) making available necessary equipment to conduct its programs with approval of Board of Directors (Board),
- e) presenting lectures, clinics and demonstration of techniques,
- f) providing for member participation in clinics, derbies, events, horse trials, and horse shows;
- g) sponsoring any activities which further the purpose of the Corporation,
- h) doing all such things as are incidental or conducive to the attainment of the above objects and without limiting the generality of the foregoing:
 - i. to make appeals for funds, to acquire, accept or receive gifts, donations, bequests, or subscriptions or money or other real or personal assets whether they be unconditional or subject to special conditions provided any special conditions are not inconsistent with the above objects;
 - ii. to hold, manage, improve, develop, exchange, purchase, lease, sell, turn to account or otherwise deal with assets necessary for the carrying-on of its objects held by the Corporation and to retain any real or personal assets in the form in which it may be received by the Corporation for such length of time as the Corporation may determine;
 - iii. subject to any special conditions attaching to any gift, to invest and deal with the monies of the Corporation in such manner as the Corporation may from time to time determine;
 - iv. subject to the provisions of this by-law, to distribute the income of the Corporation in such manner as the Board may from time to time determine;
 - v. to enter into and carry out agreements, contracts, and undertakings;
 - vi. to draw, make, accept, endorse, execute and issue cheques, electronic money transfers, promissory notes, bills of exchange and other negotiable or transferable instruments;
 - vii. to demand, receive, sue for the recovery and compel the payment of all sums of money that become due and payable to the Corporation;
 - viii. to employ and pay such assistants, clerks, agents, and representatives and employees, and to procure, equip, maintain such office and other facilities and to incur such operating expenses as may be considered necessary;
 - ix. to pay costs and expenses of or incidental to the incorporation and organization of the Corporation.

ARTICLE III – Membership

Section 1 – Anyone interested may become a member of the Corporation by the payment of dues (see ARTICLE III, Section 4). Membership must be renewed each year by payment of dues.

Section 2 – Membership of the Corporation shall be divided into the following categories:

- a) Junior: any member who is under the age of eighteen as of January 1st in the current year;
- b) Senior: any member who is eighteen years old or older as of January 1st in the current year;
- c) Family: shall be any senior member¹ combined with their spouse or cohabitant and any of their children or legal dependents, providing such children are Juniors as defined above. Family memberships are granted to those family members living in the same residence;
- d) Support/Non-Riding: any member who wants to financially support the Corporation but cannot participate in any riding activities.
- e) Honorary: any member who has been elected to this position by the membership in recognition of their extended substantial support to the Corporation or the sport of Eventing shall be appointed for life and entitled to the voting privileges allowed to all members.

Section 3 – Membership application forms shall be provided by the Membership Committee for review by the Board prior to new fiscal year (as defined in Article VI, Section 1).

Section 4 – Only members whose dues are paid in full and are otherwise in good standing will be allowed to participate in Corporation organized events such as but not limited to voting, clinics, derbies, events, horse trials and horse shows.

Section 5 – A member may be suspended or expelled by the Board for good and sufficient reason. The Board shall have full discretion as to what constitutes ‘good and sufficient reason’, and the decision of the Board shall be final in instances of this case. If a member is suspended or expelled they will be deemed ‘Not in Good Standing’. Examples of what could constitute good and sufficient reason include but are not limited to: obscene or threatening behavior and personal behavior that disrupts or interrupts meeting(s) to the detriment of other members’ participation and enjoyment; or any contraventions of National Governing Bodies (including but not limited to Horse Welfare and Safe Sport policies).

ARTICLE IV – Meetings

Section 1 – **Annual General Meeting (AGM):**

- a) Every Corporation member in good standing (voting member) shall receive twenty-one (21) days’ notice of such meeting by mail or email. The AGM may be convened at shorter notice than twenty-one (21) days with consent in writing of the majority of the voting members and in any manner in which the members shall think fit.
- b) Shall be held annually for the purpose of: receiving the annual reports of the Board and Committees; receiving the financial statements of the Corporation; considering and transacting any other business of the Corporation; electing the Executives (as defined in Article V, Section 2); and voting in the general (non-role specific) Board members for the new fiscal year²;
- c) Nominations may be put forward for Board members via email, mail or call to the Nominating Committee (as defined in Article VII, Section 1) *prior* to the AGM. Names may also be given from the floor at the Voting Section of the AGM, after which if names exceed available Board

¹ Senior member as defined in Article III, Section 2b.

² Board member roles will be assigned at the Originating Meeting as defined in Article IV, Section 2.

- members a vote will take place by voting members to allocate Board.
- d) Shall be held in Manitoba at a location determined by the Board prior to the fiscal year end of the Corporation.

Section 2 – Originating Meeting:

- a) Shall be the first annual Board meeting of the Corporation.
- b) Board members voted in at the AGM will be assigned their Board roles at this meeting.

Section 3 – Board Meetings:

- a) Shall be scheduled by the President of the Corporation as often as necessary to transact the business of the Corporation. Alternatively, such meetings may be convened by Vice-President or Secretary by direction of the President or Vice-President; or by the Secretary on direction in writing of two Board members.
- b) The dates of Board meetings may be changed when necessary, or a special meeting may be convened when it is deemed in the interest of the Corporation and are open to all members of good standing. Such action may be taken by the Board or, in the event of an emergency, by the President or Vice-President and one other Board member or by twenty-five percent (25%) of the Corporation membership. Reasonable notification (twenty-one days) of such change or addition shall be communicated to the members in the most practical method possible.
- c) Majority Vote: Questions arising at Board meetings shall be decided by majority vote and every question shall be decided by a show of hands by the Board unless a poll is demanded by any qualified Board member or proxy holder.
- d) All members are encouraged to attend and participate in such meetings, however, only Board members are allowed to vote.

Section 4 – Emergency Meetings:

- a) In the event of an emergency meeting, notifications shall be delivered to each Board member not less than three (3) days before the meeting is to take place provided that such meetings may be held at any time without formal notice if a majority of the Board confirm attendance or have signified their consent in writing to the meeting being held in their absence.
- b) No error in giving such notice for a Board meeting shall invalidate or make void any proceedings taken at such meeting.
- c) Any Board member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken.

Section 5 – Every notice of a meeting shall state the nature and the business of the meeting.

Section 6 – Chair of the Meeting: The Chair of the meeting will not hold a vote except in the case of a tie.

Section 7 – Eligible Voting Opportunities: When a decision must be determined by majority vote, eligible voting members will be directed by the Chair to vote in a manner deemed appropriate for the decision. Eligible voting members' (as defined in Article III, Section 4) power to vote will be determined by the meeting type:

- a) At the AGM, all voting members of the Corporation are eligible to cast one vote on matters.
- b) At a Board Meeting, only the Board can cast a vote on Corporation matters.

Section 8 – Quorum: shall consist of two-thirds Executive members in addition to one-quarter of

the Board members (not including executive). If this quorum is not fulfilled, the Executive may recall a meeting giving notice of twenty-one days.

Section 9 – Voting by Proxy: Any Board member may vote on all matters (as outlined in Article IV, Section 7) by proxy, however a proxy holder must be a member in good standing and shall produce and deposit sufficient proof in writing to the Secretary *prior* to the meeting in order to exercise the vote by proxy.

Section 10 – Adjournment: All scheduled meetings shall stand adjourned when all business has been completed as per the Agenda or until a motion to adjourn is passed in which case all unfinished business shall be deemed to be postponed until the next scheduled meeting, or until a special meeting is called for the purpose of dealing with the unfinished items.

ARTICLE V – Board of Directors and Duties

Section 1 –The Board of Directors (Board) shall transact all routine Corporation business, in addition to performing the duties specifically outlined in the by-laws and generally determine Corporation policy. The Board shall contain a minimum of three (3) and a maximum of twenty (20) Board of Director members (Board members), each of whom at the time of election or within ten (10) days thereof and throughout their term of office shall be a member of the Corporation.

Section 2 – There shall be four (4) Executive of the Board (Executive), consisting of the President, Vice-President, Secretary and Treasurer. Their duties include, but are not limited to:

- a) **President:** in addition to being the Chief Executive and ex officio member of all committees except the Nominating Committee, shall preside as Chair at the Annual General Meeting (AGM) and Board meetings, appoint, or remove Chairs of Standing and Special Committees, act as Corporation spokesperson and generally supervise and keep in touch with all Corporation members. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation and shall present to the AGM of the members of the Corporation a report on the activities of the Corporation. The President shall liaise with national governing bodies and provincial sport bodies.
- b) **Vice President:** shall be vested with all the powers of the President and shall perform all of the duties of the President in the absence or inability to act of the President and shall have such other powers and duties (if any) as may be assigned to them by the Board.
- c) **Secretary:** shall attend all AGM and Board meetings of the Corporation and shall record the proceedings of the meetings upon the books and records of the Corporation (as minutes); forward preliminary meeting minutes to the Executive for review and corrections; provide Executive-amended minutes to the Board prior to the next meeting; amend minutes as requested and approved at Board meetings; and make finalized minutes available to the Board. They shall attend to all correspondence of the Corporation and notify the members and the Board of their respective meetings in accordance herewith and shall keep accurate records of the names, addresses and telephone numbers of all the members, divisions, associations and groups involved with the Corporation. They shall also work with any administrative employee of the

Corporation to complete their assigned duties and prepare ballots for annual elections of Corporation Executive as required.

- d) **Treasurer:** shall be the financial officer of the Corporation and shall receive and deposit in a bank or banks to be approved by the Board, all the monies of the Corporation and shall keep an accurate account thereof and shall make disbursements subject to such regulations as may be determined from time to time by the Board. They shall maintain records and custody of Corporation funds and membership dues, pay Corporation expenses and prepare reports of Corporation finances and shall present the financial statement of the Corporation annually at the AGM and report on the finances of the Corporation whenever requested by the Board.
- e) In addition to the above, the Executive shall perform all other duties specifically mentioned as outlined in Policies and Procedures.

Section 3 – The Board positions shall be as follows:

- a) President
- b) Immediate Past President
- c) Vice President
- d) Secretary
- e) Treasurer
- f) Standing Committee Chairs (as outlined in Policies and Procedures)

Section 4 – Preliminary Expenditures: The Board may authorize the payment of all expenditures incurred in setting up and registering the Corporation and all other expenses incidental to the formation of the Corporation, of which it considers preliminary.

Section 5 – Restriction: The Executive cannot authorize non-routine expenditures over \$1,000.00 without authority from a Board meeting.

Section 6 – A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the vote recorded in favour or against such resolution.

Section 7 – The adoption and approval of any minute, resolution, or by-law which is manifested and evidenced by the signatures of all the Board without their meeting together, shall have the same force, effect and validity as if such minute, resolution, or by-law has been adopted, passed or enacted at a formal meeting of the Board.

Section 8 – Rules and Regulations: The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Board meeting when they shall be confirmed, and in default of confirmation at such Board meeting shall at all times, and from that time, cease to have force and effect.

Section 9 – Powers: The Board may exercise all such powers of the Corporation outlined by The Manitoba Corporations Act or from by-laws required to be exercised by the members at AGM and Board meetings. The Board shall furthermore have power to authorize expenditures on behalf of the Corporation and may delegate the right to employ and pay salaries to employees.

The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation and the Board are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, building and other property movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

Section 10 – Delegation of Powers: In the case of the absence of any Board member or for any other reason that the Board may deem sufficient, the Board may by resolution delegate all or any of the powers of such Board member to any other Board member; or to any Board member for the time designated in such appointment.

Section 11 – Furtherance of Objects: The Board shall take such steps as they deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.

Section 12 – Borrowing: The Board may from time to time borrow money on the credit of the Corporation or charge, mortgage, hypothecate or pledge all or any of the assets of the Corporation, including book debts, rights, powers, franchises or any money borrowed, or other debt or any other obligation or liability of the Corporation and the Board may authorize any Board member or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Section 13 – Contracts, deeds, transfers, licenses or any instruments in writing requiring the signature of the Corporation shall be signed by either the President or Vice President and by the Secretary; and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Executive shall have the power from time to time by resolution to appoint any Board member(s), person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Section 14 – Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board.

Section 15 – No Board member or Committee Chair shall receive compensation for any services rendered to the Corporation in their official capacity; however, the Board members, Chairs and members are entitled to reasonable reimbursement for actual out-of-pocket expenses incurred in the performance of their duties, provided that such expenses were approved by the Board.

Section 16 – In the event a member of the Board or Committee Chair misses three (3) Board meetings within a year during their term, without advance notification to the Board, their position shall be considered vacated and the Board shall appoint a willing member to the unexpired term.

ARTICLE VI – Financial and Dues

Section 1 – The Corporation fiscal year runs from January 1 to December 31.

Section 2 – The Books of Account of the Corporation may be kept at the head office or with the Treasurer at such other place as the Board may from time to time determine by resolution.

Section 3 – Deposits and Withdrawals: all funds received by the Corporation shall be deposited in banks or depositories in the name of the Corporation and all withdrawals from such banks or depositories shall be made only by cheques, email money transfers (EMT) or cash by the Treasurer or similar orders authorized by the Board.

Section 4 – Approval of payments of money must be ratified by the Treasurer and (at minimum) one additional Executive. Cheques, EMTs or cash payments exceeding \$1,000 must be approved by the Board.

Section 5 – All cheques, EMTs or cash payments for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer or person(s) designated by the Executive.

Section 6 – Financial Statement: after the close of each fiscal year of the Corporation, the Treasurer will produce a statement of the financial transactions of the Corporation for the preceding fiscal year and shall make an oral report to the members of the Corporation at the AGM. The books shall be available to any member upon request to the Treasurer.

Section 7 – Membership Fees: dues shall be in an amount determined by the Board. Changes incurred to Membership Fees will be established and presented at the AGM for the following year.

Section 8 – Volunteer cheques must be submitted with membership dues and shall be cancelled once volunteer time is served or redeemed if volunteer hours are not fulfilled; failure to submit volunteer cheques in a timely manner will result in member being deemed not in good standing.

ARTICLE VII – Election and Term of Service

Section 1 – **Nominating Committee:** At the AGM of the Corporation, the President shall appoint a Nominating Committee consisting of three (3) Corporation members. It shall be the duty of the Nominating Committee, at the next to last meeting of the fiscal year, to present a slate of members in good standing who are willing to serve as members of the Board (as indicated in Article IV, Sections 2-3). At the AGM, additional candidates may be nominated from the floor by any member in good standing. Such nominations, when seconded, shall be included in the list of candidates.

Section 2 – **Board Positions:** At the AGM immediately following the announcement of candidates by the Nominating Committee, Board members shall be elected by a majority vote of the members by a show of hands unless a ballot is demanded. Specific Board roles shall be established at the Originating Meeting.

Section 3 – **Executive of the Board:** Executive shall be elected for two-year terms and shall be staggered so that at the Voting Section at the AGM, only two Executive positions will be up for election in any fiscal year. Those Executive positions up for election shall be elected by the

Members at the AGM (as outlined in Article IV, Section 1; and Article V, Section 2). Candidates receiving the highest number of votes for each Executive position shall be declared elected and shall serve until their successor is installed. Each Member in good standing is entitled to one vote. After tabulation of the votes, the results shall be announced by the current President.

Section 4 – Executives-elect shall be installed at the Originating meeting for the new Corporation fiscal year. Neither the President nor the Vice-President shall serve in the same post for more than two (2) consecutive terms.

Section 5 – The term of office for all Board members (other than the Executives) shall be from one Originating meeting to the next. Expiring terms of the Board shall be eligible for re-election after a served term and Board members can serve consecutive terms without limitations.

Section 6 – The Board may create Committees as required. The President shall appoint all Committee Chairs (see Article IX).

ARTICLE VIII – Vacancies

Section 1 – If the office of the President shall become vacant for any reason, it shall be filled for the unexpired portion of the term by the Vice-President. If for any reason the Vice-President is unable to fill the office, it shall be filled by appointment from the Board.

Section 2 – If any Executive position, except that of the President, shall become vacant for any reason, as long as there is a quorum of Board members then in office, it shall be filled for the unexpired portion of the term by appointment by the Board, if they shall see fit to do so, otherwise such vacancy shall be filled at the next AGM.

Section 3 – Mandatory Vacation of Office: The office of any Board member shall be vacated if they:

- a) are removed from office by a resolution passed by at least two-thirds of the Board votes cast at a special meeting of members called for that purpose;
- b) become bankrupt;
- c) are declared mentally incompetent;
- d) are convicted of a criminal offence;
- e) resign by written notice to the Board;
- f) or if they die.

ARTICLE IX – Committees and Duties

Section 1 – Committee Creation and Authorization:

- a) In an effort to increase community participation, Committee members need not be Board members, but must be Corporation members in good standing. Only Committee members who are Board members are eligible to serve as Chairs of a committee.
- b) With the exception of the Executive, the President shall appoint one Committee Chair for each committee to be ratified by the Board. The President will have the power to remove members from any Committee.
- c) Terms of office of all Committee members shall expire at the end of term of the Board during which they were appointed.
- d) All Committee recommendations shall be presented at a Board meeting for discussion and

action.

- e) Committee meetings shall be subject to and shall be conducted in accordance of the By-Laws Act. Minutes shall be taken at every Committee meeting.
- f) The Board may establish, disband or make changes to any Standing or Ad Hoc Committees. Any such action by the Board shall be noted in the Board meeting minutes.

Section 2 – Standing Committees:

- a) Are permanent committees with activities determined by the Board.
- b) Shall be comprised of at least one Board member and may include any number of members.
- c) Chairs shall be appointed by the President and serve as members of the Board for that term. Suggestions for said Committee may come from members, and all such suggestions shall be voted upon by the Board.
- d) Chairs shall appoint their Committee members and shall prepare reports of activities for periodic presentation at Board meetings.
- e) Will be ongoing for the continued success of the Corporation.
- f) Refer to Policies and Procedures for outlined Committees.

Section 3 – Ad Hoc Committees:

- a) The Board may establish and approve Ad Hoc Committees which shall deal with temporary issues. Suggestions for said Committee may come from members, and all such suggestions shall be voted upon by the Board.
- b) Shall be comprised of less than a quorum of Board members and may include three (3) or less interested Board members or Corporation members in good standing.
- c) Shall dissolve as a Committee upon conclusion of task or temporary issue.

Section 4 – Special Committee Chairs may be appointed by the President to serve during their tenure of office; Chairs of these Committees shall become members of the Board.

Section 5 – An Advisory Council may be created whose members shall be elected by the members of the Board annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 6 – Rules governing competition shall revert to National Governing Body rules and be approved by the Board.

ARTICLE X – Amendment of By-Laws

Section 1 – An amendment to these by-laws may be initiated by the Board or a petition signed by at least twenty-five percent (25%) of the Corporation members. Notice of the proposed amendment shall be provided to the members by publishing it in full, and distributing it in the most expedient manner, together with the reasons therefore, at least thirty days prior to the AGM at which action will be taken.

Section 2 – Subject to the above, these by-laws may be amended at the AGM by a two-thirds

majority of those present, in good standing, and voting. A quorum for the amendment of by-laws shall consist of at least twenty-five percent (25%) of the members in good standing, including two Executive. If a quorum is not present, the vote will be postponed and conducted by email. Within seven (7) days all members will be sent the email by the Secretary. Action on the amendment will be based upon the number of votes received by the time of the next regular meeting.

Section 3 – Upon approval, the amendment(s) will then be incorporated into the by-laws, along with the date of ratification.

ARTICLE XI – Logo/Seal

The logo/seal of the Corporation shall be in such form as shall be prescribed by the Board of the Corporation and shall have the words 'Manitoba Horse Trials, Inc.' endorsed thereon. The logo/seal is the property of, and is copyrighted by the Corporation, and may not be reproduced, published electronically or in print for advertising, by periodicals, magazines, websites, groups, forums, or individuals, without the express written consent of the Board. The Corporation logo/seal shall be left in the custody of the Secretary.

ARTICLE XII – Affiliations

The Corporation will be affiliated with Federation Equestre International, Equestrian Canada, Canadian Eventing Committee, Manitoba Horse Council, Sport Manitoba, Safe Sport Manitoba, Safe Sport Canada and such other corporate bodies as are affiliates of Canadian Eventing and shall endeavor to assist all members of the Corporation in dealing with these recognized affiliates.

ARTICLE XIII – Indemnities to Board Members and Others

Every Board member of the Corporation or other person who has undertaken or in and about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless, out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever which such Board member or other person sustains or incurs in or about any action, suit or proceedings which has been brought or prosecuted against them for, or in respect of an act, deed, matter of thing whatsoever made, done or permitted by them in or about the execution of the duties of their office except such costs, charges or expenses as are occasioned by their own willful neglect;
- b) all other costs, charges and expenses, sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect.

ARTICLE XIV – Dissolution of the Corporation

Any profits which may accrue to the Corporation during the time it is in operation shall be used for the further attainment of the objects for which the Corporation is formed. In the event of the winding up of the affairs of the Corporation all the assets of the Corporation including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities shall be assigned, transferred and paid to a recognized charitable or non-profit organization determined by the Board prior to final dissolution.

DONE, PASSED and ENACTED this 2nd month 2021.

President

Secretary