

Virginia Horse Council, Inc.

BYLAWS – Revision 1/30/2013

ARTICLE I. Name

Section 1.01 – **Name** – The Virginia Horse Council (herein called the "Council") is organized as a non-stock, non-profit corporation exclusively to promote and improve all aspects of the horse industry in Virginia without pecuniary gain of profit to its members or to any private individual.

Section 1.02 – **Seal** – The corporate seal shall contain the name of the Council, the year of its creation, the words "Corporate Seal, Virginia," and shall be in such form as may be approved by the Board of Directors.

Section 1.03 – **Fiscal Year** – The fiscal year of the Council shall end on the last day of December in each year.

Section 1.04 – **Principal Office** – The principal office of the Council shall be at any such address in Virginia as the Directors may from time to time determine.

Section 1.05 – **Registered Office** – The registered office of the Council shall be at any such address in Virginia as the Directors may from time to time determine.

ARTICLE II. Object

Section 2.01 – The object of the Council is to encourage equine research, to provide educational information concerning the horse industry, to encourage and foster competition in equine sports, and to encourage humane treatment within the equine industry consistent with industry standards and goals. The Council shall promote the common interest of the horse industry and all segments thereof.

ARTICLE III. Members

Section 3.01 – **Eligibility** – The members may be persons, associations, corporations, societies or other bodies interested in the objects and purposes of the Council, who shall become members from time to time in accordance with the provisions of these bylaws.

Section 3.02 – **Classes of Membership** – The council shall have nine (9) classes of members designated as follows:

(a) Group or Association Membership – Association membership is available to any

association, corporation, society or other body representing a breed of horse, the horse industry or any segment thereof.

- (b) Sponsor Membership – Sponsor membership is available to any person, association, corporation, society or other body whose interests may be related or similar to those of the Council.
- (c) Farm Membership – Farm membership is available to any equitation center farm or stable whose interests may be related or similar to those of the Council.
- (d) Regular (Individual) Membership – Regular membership is available to individuals whose interests may be related or similar to those of the Council.
- (e) Family Membership - Regular membership for family.
- (f) Lifetime Membership - Regular membership for life.
- (g) Youth Membership – Youth membership is available to any person aged 18 years or under whose interests may be related to those of the Council.
- (h) Commercial Membership – Commercial membership is available to any commercial enterprises related to the equine industry whose interests may be related to or similar to those of the Council
- (i) Honorary and Honorary Life Membership - Honorary membership and honorary life membership may be granted to such individuals or organizations as the Board of Directors may from time to time direct.

Section 3.03 – **Membership** – Membership shall commence upon receipt of a completed application and any required fees. No membership may be transferred.

Section 3.04 – **Termination of Membership** – Membership shall terminate: (1) at any time upon the resignation of the member; (2) at the next year for which membership fee is not paid; (3) at any time by a two-thirds vote of the Directors present or a majority of all directors. A membership that is terminated by any means does not relieve the member from financial obligations. A resignation that is tendered while disciplinary proceedings are pending need not be accepted by the Board of Directors.

Section 3.05 – **Voting Rights** – Except for the right to elect Officers, no member shall be entitled to vote on any matter. The Board of Directors or the Executive Committee may submit for advisory purposes any matter or issue to the members at a meeting called in accordance with these bylaws.

Section 3.06 – **Fees** – The members of the Council shall be required to pay annual membership fees in such an amount as the Board of Directors shall deem necessary. The Board of Directors may establish special fees as deemed appropriate, including multi-year and life membership.

Section 3.07 – **Certificates of Membership** – When a member joins to membership and has paid any annual fees that may then be required, a certificate of membership may be issued in his name and delivered to him. The issuance of certificates of membership shall vest no right in such member with regard to any of the assets of the Council in dissolution, liquidation or otherwise.

ARTICLE IV. Officers

Section 4.01 – **Officers** – The officers of the Council shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Treasurer, and a Secretary. Any two or more offices may be held by the same person, provided that the President may not hold any other office at the same time.

Section 4.02 – **Election, Term of Office, and Qualifications** – The officers shall be nominated by the board of directors and elected by the membership at the annual meeting for a one year term. Each officer shall hold office until his successor shall have been duly chosen and shall qualify, or until his death, resignation, or removal in the manner hereinafter provided.

Section 4.03 – **Removal** – Any officer may be removed, either with or without cause by resolution declaring such removal to be in the best interest of the Council, and adopted at any regular or special meeting of the Board of Directors by a majority of the Directors then in office.

Section 4.04 – **Resignations** – Any officer may resign at any time by giving oral or written notice to the Board of Directors or the President or the Secretary of the Council. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 – **Vacancies** – A vacancy created by any cause in the office of President shall be filled by the First Vice-President until such time as the board conducts an election for the office of president. A vacancy in any other office for any cause shall be filled for the unexpired portion of the term by the Board of Directors.

Section 4.06 – **President** – The President shall be a member in good standing and shall have general supervision of the affairs of the Council, subject however to the control of the Board of Directors, and of any duly authorized committee of Directors. The president shall be an ex-officio member of all committees except the nominating committee.

Section 4.07 – **Vice-President(s)** – The Vice-President or Vice-Presidents shall perform such duties and have such authority as from time to time may be assigned to him by the Board of Directors, by any duly authorized committee of Directors, or by the President.

Section 4.08 – **Treasurer** – Except as may otherwise be specifically provided by the Board of Directors or any duly authorized committee thereof, the Treasurer shall have the custody of, and be responsible for, all funds and securities; receive and receipt for money paid to the Council in such bank, trust company, or other depositories as shall be selected in accordance with the provisions of these bylaws, against proper vouchers cause such funds to be disbursed on the authorized depositories of the Council, regularly enter or cause to be entered in books to be kept by him or under his direction,

full and adequate accounts of all money received and paid by him for account of the Council; in general, perform all the duties incident to the office of Treasurer.

Section 4.9 – **Secretary** – The Secretary shall act as Secretary of all meetings of the members and of the Board of Directors of the Council; shall keep the minutes thereof in the proper book or books to be provided for that purpose; shall see that all notices required to be given by the Council are duly given and served; shall be the custodian of the seal of the Council, and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Council under its corporate seal is duly authorized in accordance with the provision of these bylaws; shall have charge of the books, records, and papers of the Council relating to its organization and management as a corporation; shall in general perform all the duties incident to the office of secretary.

Section 4.10 – **Executive Secretary** – The Board of Directors may engage the services of an Executive Secretary. The Executive Secretary shall perform such duties as from time to time may be assigned or delegated to him by the President, by the Board of Directors, or by any duly authorized committee of Directors.

ARTICLE V. MEETINGS

Section 5.01 – **Annual Meetings** – The annual meetings of the members of the Council shall be held for the purpose of receiving a report from the Directors on the activities of the Council, for electing Officers nominated by the Board of Directors and for such other matters as may properly come before the meeting. It will be held at such time and place in each year as may be designated by the Directors in the call of such meeting.

Section 5.02 – **Special Meetings** – A special meeting of the members may be called at any time by the President or by two or more Directors.

Section 5.03 – **Quorum** – The quorum for an annual or special meeting shall be 40 members.

Section 5.04 – **Notice** – Notice of an annual or special meeting shall be provided by postal or electronic mail to each member at the address of record at least thirty days before the date of the meeting. Proper notice of any meeting of the membership shall be deemed to have been given to any member if such notice shall be waived by him in writing before or after the meeting. A member who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.05 – **Place of Meetings** – Each meeting of the members shall be held at such place within or without Virginia as may be designated in the notice of such meeting.

Section 5.06 – **Organization** – At every meeting of the members, the President, or in the absence of the President, the First Vice President, shall act as Chairman of the meeting. The Secretary or an Assistant Secretary, or in the discretion of the Chairman, any person designated by him shall act as secretary of the meeting.

Section 5.07 – **Business and Order of Business** – At each meeting of the members such business may be transacted as may properly be brought before such meeting, whether or not such business is stated in the notice of the meeting or in a waiver of notice thereof, except as otherwise by law or bylaws expressly provided. The order of business of all meetings of members shall be determined by the Chairman.

ARTICLE VI. Executive Board

Section 6.01 – **General Powers** – The affairs of the Council shall be managed by the Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by law, the Articles of Incorporation or these bylaws.

Section 6.02 – **Composition of Board of Directors** – There shall be no fewer than 20 and no more than 40 members. A person may hold more than one position on the board of directors, provided that such person may only exercise one vote on any matter. The following individuals shall constitute the Board of Directors:

- (a) The President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer;
- (b) Chairs of standing committees;
- (c) Three representatives selected from each of nine geographical districts in the state;
- (d) One representative from each of the (5) Virginia equine groups or associations with the largest number of members and that are members of the Virginia Horse Council.
- (e) Up to (3) at-large, voting Directors.
- (f) Up to (5) honorary, non-voting Directors.

Section 6.03 – **Quorum and Manner of Acting** – A quorum, or the minimum number of Directors required for a valid decision or action, shall be defined as a majority of the Directors comprising the Board.

Section 6.04 – **Board Development Committee** – The Board Development Committee shall consist of no more than eleven members and no less than five members, including the First Vice President who will be the committee chair. Members of the Committee shall be appointed by the President, subject to approval of the Board of Directors. The President shall be an ex officio member of the Board Development Committee. The duties of the Board Development Committee shall include identifying potential Board of

Director candidates and Virginia Horse Council Officers, interviewing these candidates and submitting an annual recommendation to the Board of Directors and the General Membership on a slate of candidates for Officers and Directors of the Virginia Horse Council. The Board Development Committee shall also be responsible for new member Board orientation and for recommending candidates to fill vacancies on the Board of Directors.

Section 6.05 – ***Term of Office and Qualifications*** – Directors shall be elected by the Board of Directors for the succeeding term. The term of office for each director shall be for one year or until a successor is elected and assumes office. The term shall commence upon adjournment of the annual meeting at which he or she is elected. No decrease in the number of Directors by amendment to these bylaws shall have the effect of shortening the term of any incumbent Director. Directors must be members.

Section 6.06 – ***Organization*** – At each meeting of the Board of Directors, the president or in his absence, the 1st Vice President shall act as Chairman. The Secretary or an Assistant Secretary or in the discretion of the Chairman, any person appointed by him, shall act as secretary of the meeting.

Section 6.07 – ***Regular Meetings*** – Regular meetings of the Board of Directors may be held at such times and places as may be fixed from time to time by action of the Board of Directors. Unless required by resolution of the Board of Directors notice of any such meeting need not be given.

Section 6.08 – ***Special Meetings*** – Special meetings of the Board of Directors shall be called by the President, or by any two or more Directors. Notice of such meeting shall be given by telephone, in person, or by electronic mail at least three days before the date on which the meeting is to be held. Every such notice shall state the time and place of the meeting. Notice of any adjourned or recessed meeting of the Directors need not be given.

Section 6.09 – ***Waivers of Notice of Meetings*** – Anything in these bylaws or in any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any Director if such notice shall be waived by him in writing before or after the meeting. A Director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.10 – ***Attendance at Meetings*** – Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the president or secretary state the reason for the absence, if such member is absent from two consecutive meetings for reasons which the Board has failed to declare to be sufficient, such member's resignation shall be deemed to have been tendered and accepted.

Section 6.11 – ***Resignations*** – Any Director may resign at any time orally or in writing,

by notifying the President or the Secretary. Such resignations shall take effect at the time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.12 – **Vacancies** – Any vacancy in the Board of Directors caused by death, resignation, removal, disqualification, or any other cause other than an increase by more than two (2) in the number of Directors, may be filled for the unexpired term by the majority vote of the remaining Directors then in office at any regular or special meeting of the Board of Directors.

Section 6.13 – **Removal** – Any Director may be removed at any time either with or without cause by a vote of the remaining Directors at any regular or special meeting at which quorum is present and for which notice was given as prescribed in these bylaws upon receiving an affirmative vote at least equal to (a) three-fourths of the remaining Directors present at such meeting or two-thirds of all the Directors.

Section 6.14 – **Executive Committees** – The Executive Committee shall consist of the President, the 1st Vice President, the 2nd Vice President, the 3rd Vice President, the Secretary, and the Treasurer. Additionally, the immediate Past President will be a non-voting member. While the Board of Directors is not in session, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation subject to the limitations upon its authority as the Board may from time to time impose. The Executive Committee must report all decisions and actions to the full Board by the next meeting of the Board of Directors.

Section 6.15 – **Actions by Directors Without a Meeting** – Any action required to be taken at a meeting of the Board of Directors or which may be taken at a meeting of the Board of Directors or of a committee established by the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Section 6.16 – **Execution of Contracts and Other Documents** – The Board of Directors or any duly authorized committee of Directors, except as by law or by these bylaws otherwise required, may authorize any officer or officers, agent or agents in the name of and on behalf of the Council to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances.

Section 6.17 – **Checks, Drafts, Etc.** – All checks, drafts and other orders for payment of money out of the funds of the Council shall be signed on behalf of the Council in such manner as shall from time to time be determined by resolution of the Board of Directors or of any duly authorized committee of Directors.

Section 6.18 – **Deposits** – The funds of the Council not otherwise employed shall be deposited from time to time to the order of the Council in such banks, trust companies, or other depositories as the Board of Directors or any duly authorized committee of Directors may from time to time select.

Section 6.19 – **Indemnification** – Except as and to the extent hereinafter provided, the Council shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, where civil, criminal, administrative, or investigative (other than an action by or in the right of the Council), by reason of the fact he is or was a director or officer of the Council or is serving at the request of the Council as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against the following: expenses (including attorney's fees), judgments, fines, and amount paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding.

No such person shall be entitled to be those indemnified:(i) in relation to any such action, suit or proceeding referred to in the paragraph above, unless he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Council: or (ii) as to any action, suit or proceeding referred to in the paragraph above, if he shall have been adjudged to be liable for negligence or misconduct in the performance of his duties to the Council, unless and only to the extent that the court in which such action or suit was brought shall determine that despite the adjudication of liability such person is reasonable entitled to indemnity.

The Council be indemnify any person who is or was an employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the extent and under the circumstances provided above with respect to a person who is or was a director or officer of the Council.

To the extent that such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the paragraphs above, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under the paragraphs above (unless ordered by a court) shall be made by the Council only as authorized in each specific case, upon a determination that indemnification of the Directors, officers, employee or agent, as the case may be, is proper in the circumstances because such person has met the applicable standard of conduct set forth above. Such determination is made (i) by the Board of Directors by the majority vote of a quorum of disinterested Directors, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs by independent legal counsel in written opinion or (iii) by the stockholders. In making any such determination, the Directors shall be entitled to, and shall be fully protected if they, rely as to all questions of law upon, and cause the Council to act in accordance with the written opinion of independent counsel selected for such purpose by, or in a manner

designated by, the Board of Directors (which may be counsel customarily retained by the Council), stating whether such settlement is in the best interests of the Council and whether such indemnification is lawful and is authorized by these bylaws.

Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Council in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors of the Council in the Manner provided above upon the receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Council as authorized in this Section.

Every reference in this Section to a director or officer shall include his heirs and personal representatives. The right to indemnification provided by this Section is an addition to, and is not exclusive of, any other rights of reimbursement or indemnification to which the persons indemnified hereby may be entitled.

Section 6.20 – **Acceptance of Gifts, Donations, Etc.** – Any gift, donation, bequest or subscription to the Council shall be deemed to have been accepted only when acted upon affirmatively by the Board of Directors or any duly authorized committee.

ARTICLE VII. Committees

Section 7.01 – **Standing Committees** – The following Standing Committees shall be appointed by the Board of Directors.

- (a) Membership
- (b) Marketing
- (c) Education
- (d) Youth
- (e) Trails
- (f) Legislative Trail Ride
- (g) Legislative Reception
- (h) Legislative Issues
- (i) Communications

Section 7.02 – **Other Committees** – The Board of Directors may designate other committees of limited authority.

Section 7.03 – **Committee Actions** – A majority of any committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee. Members of any such committee shall act only as a committee and the individual members shall have no power as such.

Section 7.04 – **Change Committee Members** – The Board of Directors shall have the

power at any time to change the members of, fill vacancies in, and discharge any such committee, either with or without cause.

ARTICLE VIII. Parliamentary Authority

Section 8.01 – **Parliamentary Authority** – The rules contained in the tenth edition of *Robert's Rules of Order Newly Revised* shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

ARTICLE IX. Amendment

Section 9.01 – **Amendment** – The Board of Directors by a majority of the membership of the board may amend these bylaws at any regular or special meeting of the Board, provided that the exact text of such amendment has been sent to each director at thirty days before the meeting, and provided that the affirmative vote equals at least two-thirds of all of the filled positions on the board. This power shall not be exercised by the Executive Committee.