

**BYLAWS  
OF THE  
NOKESVILLE HORSE SOCIETY**  
*(Revised November 18, 2003)*

**ARTICLE I - OFFICES**

The principle office of the Corporation in the Commonwealth of Virginia shall be located in the County of Prince William. The Corporation may have such other offices, either within or without the Commonwealth of Virginia as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE II - MEMBERSHIP**

SECTION 1. Qualification. Any person or organization supporting the goals and purposes of the Corporation may become a member of the Corporation.

SECTION 2. Application for Membership. The Board of Directors may prescribe the format of an application for membership in the Corporation. Each application submitted shall be either accepted or rejected by the Board of Directors. An applicant shall be informed forthwith of any rejection by the Board of Directors and any dues tendered shall be returned to the applicant.

SECTION 3. Termination of Membership. Membership in the Corporation shall be terminated upon:

- A. the resignation of a member;
- B. the default in payment of annual dues;
- C. the expulsion for cause upon a majority vote of the Board of Directors.

SECTION 4. Resignation. Any member may resign membership in the Corporation by filing a written statement with the Secretary of the Corporation. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 5. Transferability. Membership in the Corporation shall not be transferable.

SECTION 6. Voting Rights of Members. Each membership shall be entitled to cast one vote for the election of the Officers and Directors of the Corporation and one vote on each matter submitted to a vote of the membership, provided, however, that no person under the age of fifteen (15) years shall be entitled to cast a vote.

**ARTICLE III - MEMBERSHIP DUES**

SECTION 1. Annual Dues. The annual dues for membership on the corporation shall be determined by resolution of the Board of Directors, provided, however, that the dues of the individual member shall be uniform. The Board of Directors shall have the power to establish classes of individual memberships in the corporation, based on age; to establish family memberships applicable to all related individuals who

reside in the same household; and to establish other than individual membership classes on any basis deemed appropriate by the Board of Directors.

SECTION 2. Payment of Dues. Dues shall be due and payable on or before January 1st of each year unless otherwise determined by the Board of Directors. The Board of Directors may pro-rate a new member's dues from the first day of the calendar quarter in which such new member's membership is approved by the Board of Directors.

SECTION 3. Default in Payment of Dues. When any member of the corporation shall be in default in the payment of dues such membership may be terminated by the Board of Directors in the manner provided in Article II of these By-laws.

#### **ARTICLE IV - MEETING OF THE MEMBERSHIP**

SECTION 1. Annual Meeting. The annual meeting of the membership shall be held on the last Tuesday of January of each year, at an hour to be designated by the Board of Directors, for the purpose of electing Officers and Directors of the corporation and for the transaction of such other business as may properly come before the meeting. If the day fixed for the said annual meeting shall not be held on the day designated herein for the annual meeting of the membership, the Board of Directors shall cause the annual meeting of the membership to be held as soon thereafter as possible.

SECTION 2. Special Meetings. Special Meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of at least ten (10%) of the outstanding members of the corporation entitled to vote at the meeting.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the Commonwealth of Virginia unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors or the President.

SECTION 4. Notice of Meetings. Written notice stating the place, day and hour of the meeting, and in the case of special meetings, the purpose or purposes for which the meeting has been called, shall, unless otherwise prescribed by statute, be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address that appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. Closing of Rolls or Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of the membership, or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors may provide that the membership rolls shall be closed for a stated period, not to exceed, in any case, fifty (50) days. If the membership rolls shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of the membership, such books shall be closed for at least fifty (50) days immediately

preceding such meeting. In lieu of closing the membership rolls, the Board of Directors may fix in advance a date in any case not more than fifty (50) days and, in the case of a meeting of the membership, not less than the (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If the membership rolls are not closed and no record is fixed for the determination of members entitled to notice of or to vote at a meeting of the membership, that date on which notice of the meeting is mailed shall be the record date for such determination of members.

SECTION 6. Voting Lists. The officer or agent having charge of the membership rolls of the corporation shall make a complete list of members entitled to vote at each meeting of the membership or any adjournment thereof, arranged in alphabetic order, with the address of and the number of shares held by each such member. Such a list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purpose thereof.

SECTION 7. Quorum. The members of the corporation who are present at the meeting, represented in person or by proxy, shall constitute a quorum at the meeting of membership.

SECTION 8 Proxies. At all meetings of the membership, a member may vote in person or by proxy executed in writing by the member or a duly authorized attorney-at-law. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid if more than six (6) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 9 Voting Rights. Subject to the provisions of Section 6 of Article I above, each member entitled to vote shall be entitled to one (1) vote on each of the matters submitted to a vote at a meeting of the membership.

SECTION 10 Voting of Shares by Certain Holders. Any shares standing in the name of another corporation may be voted by such officer, agent or proxy as the By-laws of such corporation may prescribe, or in the absence of such a provision, as the Board of Directors of such corporation may direct.

SECTION 11 Order of Business. The order of business at all annual meetings shall be as follows:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Officers
5. Reports of Committees
6. Election of Directors
7. Unfinished business
8. New business

## **ARTICLE V - BOARD OF DIRECTORS**

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of directors shall consist of not less than three (3) nor more than twenty (20) persons who are members of the corporation. Each officer shall hold office until the next annual meeting of the membership or until a successor shall have been elected and qualified. The persons who hold the following positions shall be members of the Board of Directors:

President  
Vice President  
Secretary  
Treasurer  
Programs/Events Coordinator  
Trail-Liaison  
Public Relations Coordinator  
Quartermaster

SECTION 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as the annual meeting of the membership. The Board of Directors may provide, by resolution, the time and place for the holding of additional meetings without other notice than such resolution.

SECTION 4. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two officers. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding such special meeting.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to all of the Directors at their residence address. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. Any director may waive, in writing, notice of any meeting. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. A majority of the number of Directors fixed by Section 2 of this article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but less than such a majority is present at meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Action Without A Meeting Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be so taken, shall be signed before such action by all the Directors.

SECTION 9. Vacancies of the Board of Directors. Any Vacancies occurring in the Board of Directors for any reason other than the removal of Directors with cause, may be filled by a vote of a majority of

Directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Directors with cause shall be filled by a vote of the membership. A Director elected to fill a vacancy caused by a resignation, death or removal shall be elected to hold office for the unexpired term of the predecessor.

SECTION 10. Removal of Director. Any or all of the Directors may be removed for cause by a vote of the members. A Director may be removed after three consecutive absences from regular or special meetings by a majority vote of all of the remaining members of the Board of Directors.

SECTION 11. Resignation. A Director may resign at any time by giving written notice to the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 12. Compensation. By resolution of the Board of Directors, any Director may be reimbursed for expenses, if any. Directors shall otherwise serve without compensation.

SECTION 13. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which meeting action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless a dissent to such action shall be filed, in writing, with the person acting as the secretary for the meeting before the adjournment thereof, or shall be forwarded, by registered or certified mail, to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 14. Executive or other Committees. The Board of Directors, by resolution, may designate, from among its members, an Executive Committee, or other committees, each consisting of three or more Directors. Each such committee shall serve at the pleasure of the Board of Directors.

#### **ARTICLE IV - OFFICERS**

SECTION 1. Number. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may from time to time be deemed necessary may be appointed by the Board of Officers.

SECTION 2. Election and Term of Office. The Officers of the corporation shall be elected by the general membership of the corporation at the annual meeting of the membership. Each officer shall hold the office until death or resignation or until such time as such officer shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officers of the corporation may be removed only by the members of the corporation at a special meeting of the members called for that purpose, whenever in their judgment the best interest of the corporation may be served thereby.

SECTION 4. Vacancies. A vacancy in any office due to death or resignation, removal or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principle executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly reserved to the members, and perform all duties incident to the office of President and such other duties as may be necessary.

SECTION 6. Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as may be assigned from time to time by the President.

SECTION 7. Secretary. The Secretary of the corporation shall:

- A. keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose;
- B. see that all notices are duly given in accordance with the provisions of these by-laws or as required by law;
- C. be custodian of the corporation records;
- D. keep a register of the post office address of each member which shall be furnished by such members;
- E. have general charge of the membership books of the corporation;
- F. in general perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.

SECTION 8. Treasurer. The Treasurer of the corporation shall:

- A. have charge and custody of and be responsible for all funds and securities of the corporation;
- B. receive and give receipts for all monies due and payable to the corporation in the name of the corporation from any source whatsoever, and deposit all such monies in the name of the corporation into such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws;
- C. in general perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors. The Treasurer may be required to give a bond for the faithful discharge of such duties in such sum and with such surety or sureties as the Board of Directors may determine.

SECTION 9. Compensation. By resolution of the Board of Directors, an Officer may be reimbursed for expenses, if any. Officers shall otherwise serve without compensation.

**ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

SECTION 1. Contracts. The Board of Directors may authorized any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors approved by the Membership.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other order for payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE VII - FISCAL YEAR**

The fiscal year of the corporation shall begin on the First Day of January of each year.

**ARTICLE IX CORPORATE SEAL**

The Board of Directors shall provide for a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the words "Corporate Seal"

**ARTICLE X - AMENDMENTS TO THESE BY-LAWS**

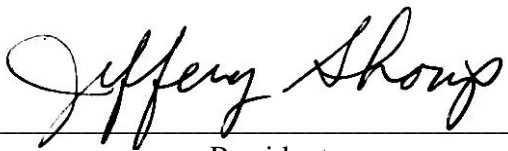
These By-Laws may be altered, amended or repealed and new By-laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, subject to the approval of the general membership.

APPROVED AT THE ANNUAL MEETING OF THE MEMBERSHIP HELD

AT Nokesville Elementary School ON November 18, 2003

ATTEST:

\_\_\_\_\_  
Secretary

  
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President