

Bylaws- Nonstock Corporation

BYLAWS OF

SOUTHEASTERN FARRIERS & HORSE OWNERS ASSOCIATION, INC.

SECTION 1. OFFICES

The principal office shall be in Pittsylvania County, Virginia. The corporation may have offices and places of business at such other places within and without the State of Virginia as shall be determined by the directors.

SECTION 2. ANNUAL AND REGULAR MEETINGS

The annual meeting of the corporation shall be held in the principal office of the corporation at 6:30 p.m. on the second Tuesday of April each year or at such other place as the officers and directors designate by proper notice to the members.

Regular meetings of the corporation will be held at 6:30 p.m. on the second Tuesday of each month at the principal office of the corporation or at such other place as the officers and directors designate by proper notice to the members.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members for any purpose or purposes may be called by the President, and must be called by him on receipt of a written request from twenty-five per cent of the members entitled to vote.

SECTION 4. NOTICE OF ANNUAL OR SPECIAL MEETINGS

Notice of the annual meeting or of a special meeting, stating the time, place and purpose or purposes thereof shall be given to each member not less than ten nor more than forty days prior to the meeting, but such notice may be waived in writing at any time.

SECTION 5. QUORUM

At any meeting of the directors, at least 50 per cent of the directors entitled to vote shall constitute a quorum, except as otherwise provided by law.

SECTION 6. VOTING

At each meeting of the directors, every member then entitled to vote must vote in person. There is no proxy voting of the directors.

SECTION 7. NUMBER OF DIRECTORS, TENURE, VACANCIES

The business affairs of the corporation shall be managed and controlled by a Board of Directors of not more than 7 directors, who shall be elected annually by the members at the annual meeting. Each director shall hold office until the election of his or her successor. Any director may resign at any time. Vacancies occurring among the directors may be filled by the directors.

SECTION 8. REGULAR MEETING OF THE BOARD

Immediately after each annual election of the directors, the newly elected directors may meet forthwith at the principal office of the corporation for the purpose of organization and the transaction of other business; if a quorum of the directors be then present no prior notice of such meeting shall be required. Other regular meetings of the board may be held without notice at such times and places as the directors may determine.

SECTION 9. SPECIAL MEETINGS

Special meetings of the directors may be called by the President and must be called at the written request of a majority of the members of the Board.

SECTION 10. NOTICE OF SPECIAL MEETINGS

Notice of a special meeting shall be given to each director at least five days prior to meeting, but such notice may be waived in writing at any time.

SECTION 11. OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, who shall be elected annually by the directors and who shall hold office during the pleasure of the directors, and any other officers or assistants the Board of Directors may determine to elect at any time. All vacancies occurring among any of the above officers shall be filled by the directors. Any officer may be removed at any time by the affirmative vote of a majority of the membership at a special meeting of the membership called for the purpose.

SECTION 12. SUBORDINATE OFFICERS

The board may appoint such other officers and agents with such powers and duties as it shall deem necessary.

SECTION 13. THE PRESIDENT

The President shall preside at all meetings of the membership and directors. The President shall have general management and control of the business and affairs of the corporation. The President shall not be allowed to vote at the meetings of the board of directors except he/she shall be allowed to break any tie votes of the same.

It shall be a requirement of these bylaws that the President shall be a certified farrier.

SECTION 14. THE VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

SECTION 15. THE TREASURER

The Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in such bank or trust company as shall be designated by the directors of the corporation or the President. The Treasurer shall receive and give receipts and acquittances for monies paid in on account of the corporation and shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity of the same; he or she shall enter regularly in books of the corporation to be kept by him or her for that purpose full and accurate accounts of all monies received and paid out by him or her on account of the corporation, and he or she shall perform all other duties incident to the office of Treasurer.

SECTION 16. THE SECRETARY

The Secretary shall keep the minutes of all proceedings of the directors and the membership; he or she shall attend to the giving and serving of all notices to the members and directors, or other notices required by law or these Bylaws; he or she shall affix the seal of the corporation to deeds, contracts, and other instruments in writing requiring a seal, when duly signed; he or she shall have charge of the minute-books and such other books and papers as the Board may direct, and he or she shall perform all other duties incident to the office of Secretary.

SECTION 17. SEAL

The directors shall provide a suitable corporate seal which shall be in charge of the Secretary and shall be used as authorized by the directors.

SECTION 18. DEPOSITORIES

The funds of the corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the directors.

SECTION 19. NOTICE AND WAIVER OF NOTICE

Any notice required to be given by these Bylaws may be given by mailing or telegraphing the same to the person entitled thereto at his address as shown on the corporation's books and such notice shall be deemed to have been given at the time of such mailing or

telegraphing. Any notice required by these Bylaws to be given may be waived by the person entitled to such notice.

SECTION 20. POWER OF DIRECTORS TO AMEND, ETC.

The Board of Directors shall have power to make, amend and repeal the Bylaws of the corporation by a vote of a majority of all the directors at any regular or special meeting of the Board.

SECTION 21. POWER OF MEMBERS TO AMEND, ETC.

The members may make, alter, amend and repeal the Bylaws of the corporation at any annual meeting or at a special meeting called for the purpose and all Bylaws made by the directors may be altered or repealed by the members.

SECTION 22. POWER TO SIGN CHECKS

In order to sign a check from any account of the corporation, it shall be signed by either the President, Vice President, or Treasurer.

Adopted at the organizational meeting of the board
of Directors of Southeastern Farriers & Horse
Owners Association, Inc., held on _____.

Secretary