

**BYLAWS
OF
AMERICAN HORSE COUNCIL
2023**

ARTICLE I - OFFICES

The principal office of the American Horse Council (hereafter “Council”) shall be located at 1775 Tysons Blvd, 5th Floor Suite 6110 McLean VA 22102, or at such other place as the Trustees shall determine. The Council may have such other offices, either within or without Washington, D.C., as the Trustees may determine or as the affairs of the Council may require.

ARTICLE II- BOARD OF DIRECTORS - TRUSTEES

Section 1. - General Powers - The affairs of the Council shall be managed by its Board of Directors. Said Board of Directors and said Directors shall be known and are referred to herein as “Board of Trustees” and “Trustees” respectively. Trustees need not be residents of Washington, DC or individual members of the Council.

Section 2. - Number, Tenure and Qualifications - The number of Trustees shall be fourteen (14); provided, however, that this number may be increased or decreased by the affirmative vote of Trustees present and voting at any regular or special meeting of the Board at which a quorum is present, provided that the number of Trustees shall not be less than three (3) and provided further that no decrease in the number of Trustees shall have the effect of shortening the term of any incumbent Trustee.

At each meeting of the Board of Trustees held in conjunction with the annual meeting of the Council, the Board of Trustees then serving and present shall, elect the approved number of persons to serve as Trustees of the Council. Upon completion of said election, the Board of Trustees then serving shall dissolve and the newly elected Trustees shall constitute the Board of Trustees of the Council. Each Trustee shall hold office for a term of one (1) year for which said Trustee is elected or appointed and shall continue until a successor shall have been elected or qualified, except for Trustee_Emeritus. Upon the resignation, death or removal from office of a Trustee, the Board of Trustees, by mail under Section 10 of this Article or at its next regular meeting, may, by vote of the then Board of Trustees, though less than a quorum of the Board, elect a person to serve the unexpired portion of the term of said Trustee; or the Board, by mail or at its next regular meeting, may elect to leave such seat open until the term expires. No decrease in the number of Trustees shall have the effect of shortening the term of any incumbent director or Trustee.

Section 3. - Regular Meetings - Regular meetings of the Board of Trustees shall be held pursuant to notice on dates fixed from time to time by said Board of Trustees at the principal office of the Council or at such other time and place as the Trustees shall agree upon. The Board of Trustees may provide by resolution, where not inconsistent with the bylaws, the time and place, either within or without the District of Columbia, for the holding of regular meetings of the Board without notice other than such resolution. Unless otherwise provided in the articles of incorporation or Bylaws, any or all Trustees may participate in a meeting of the Board of Trustees by means of conference telephone or by any means of communication by which all

persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 4. - Notices - Notice of any special meeting of the Board of Trustees shall be given at least five (5) days previously thereto by written notice delivered personally, sent by mail, facsimile, telegram or electronic mail to each Trustee at his address as shown by the records of the Council. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by facsimile or electronic mail, such notice shall be deemed to be delivered when the transmission has been confirmed by the facsimile machine or the sending computer. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. - Quorum – The presence at a meeting of the Board of at least one-third (1/3rd) of the number of Trustees then fixed or stated under these Bylaws shall constitute a quorum for the transaction of business at the meeting; provided, however, that a quorum shall never be less than two (2) Trustees. If less than a quorum of Trustees are present at said meeting, the Trustees present may adjourn the meeting from time to time without further notice.

Section 6. - Manner of Acting -The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws.

Section 7. – Board Chairman and Vice Chairman -The Trustees shall elect a Chairman, who shall be one of the Trustees, to preside at meetings of the Board of Trustees and to exercise such other powers as the Board may delegate to him by resolution. The Trustees may further elect one of their number to serve as Vice Chairman of the Board, who shall perform such duties as either the Chairman or the Trustees shall delegate to him.

Section 8. – Removal - Any Trustee may be removed for cause by a unanimous vote of the remaining Trustees. Upon proper notice and procedure, Trustees may submit votes by mail.

Section 9. - Compensation - Trustees as such shall not receive any stated salaries for their services, but, by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Trustee from serving the Council in any other capacity and receiving compensation therefore.

Section 10. - Voting by Mail - Voting on all matters, including the filling of vacancies on the Board of Trustees, as well as the election or appointment of officers, may be conducted by the Trustees by mail or electronic mail; provided, however, that if conducted by mail or electronic mail without a meeting the vote must be unanimous to be effective.

Section 11- Trustee Emeritus - At any meeting of the Board of Trustees, the Trustees then serving may, by vote of Trustees present, elect any trustee or officer, who has satisfactorily served as a Trustee or Officer, to serve as Trustee Emeritus. The number of Trustees Emeriti

shall not be fixed. Each Trustee Emeritus shall serve for life, unless removed by the Board of Trustees, with or without cause. Trustees Emeriti shall advise and assist the Board of Trustees with respect to the affairs of the Council and may participate in Board meetings. Trustees Emeriti shall not be entitled to vote nor be considered with respect to whether a quorum is present for the transaction of business at any meeting of the Board. Otherwise a Trustee Emeritus shall be treated as a member of the Board of Trustees.

ARTICLE III - OFFICERS

Section 1 - Officers - The officers of the Council shall be the Chair, Vice Chair, the Council President, a Secretary, a Treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers as it shall deem desirable, such officers to have such authority and perform such duties in the management of the property and affairs of the Council as may be provided in the Bylaws or as may be determined by resolution of the Board of Trustees not inconsistent with these Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. - Election and Term of Office - The officers of the Council shall be elected or appointed by the Board of Trustees at the regular annual meeting of the Board of Trustees, for the term of one (1) year or for such further terms, as the Trustees shall determine. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The Trustees may, at any time, if they determine that it is desirable and in the best interest of the Council that any officer be appointed or employed for a fixed term, or for an indefinite term continuing until termination by the Board, enter into a contract of employment with such person as the Trustees shall determine to be qualified and fit for such office. Each such contract may not exceed three (3) years in duration. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The initial officers elected at the first meeting of the Board of Trustees shall hold office until the next regular meeting of the Board of Trustees scheduled to be held at such time as the Board of Trustees may determine.

Section 3. - Removal - Any officer or agent, elected or appointed by the Board of Trustees, may be removed by the Board of Trustees, with or without cause, whenever in its judgment the best interest of the Council would be served thereby; provided, however, that any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not itself create contract rights.

Section 4. - Vacancies - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the officer's term, or a new term as the Board in its judgment deems appropriate.

Section 5. – Council President - The President shall be the principal executive officer of the Council and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees or the Executive Committee from time to time. The President may delegate any and all duties assigned to him to another officer who shall be empowered to bind the Council and to perform such other acts as may be necessary to manage the Council.

Section 6. - Treasurer - If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Council, receive and give receipts for monies due and payable to the Council from any source whatsoever, and deposit all such monies in the name of the Council in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform as the duties incident to the office of Treasurer.

Section 7. - Secretary -The Secretary shall keep the minutes of the meetings of the members, of the Board of Trustees, and of the Executive Committee, in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Council records and of the seal of the Council and see that the seal of the Council is affixed to all documents, the execution of which on behalf of the Council under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary.

Section 9. - Compensation of Officers - The officers of the Council shall be entitled to compensation, as well as reasonable and necessary expenses, as shall be prescribed by the Board of Trustees.

Section 10. -Successive Terms - Any officer of the Council may be elected or appointed to successive terms without limitation, each term not to exceed three (3) years.

ARTICLE IV - MEMBERS

Section 1. - Categories of Members - The Council shall have two (2) categories of members, as follows:

- (I) Organizational Members; and
- (II) Individual Members.

The designations of membership classes within such categories and the qualifications and rights of the members of such categories and classes shall be fixed and determined by the Board of Trustees from time to time.

Section 2. - Election of Members - Notwithstanding anything herein contained, all members must be elected to membership by the Board of Trustees. An affirmative vote of the Trustees present at a duly organized meeting shall be required for election. Any individual may hold dual membership in the classes designated herein.

Section 3. - Voting Rights -No member shall be entitled to vote on any matter with which the Council is concerned unless requested to do so by the Board of Trustees for advisory purposes. The Board of Trustees or the Executive Committee, or either of them, at any time, may submit for advisory purposes any matter or issue to the members for referendum by mail. If at any time, the Council has no members or when the members have no right to vote, the Trustees or the Executive Committee shall have the sole voting power and shall have all of the authority and may take any action herein permitted members.

Section 4. - Termination of Membership - The Board of Trustees, by affirmative vote of the Board, may suspend or expel a member with or without cause, and, by affirmative vote of those present at any constituted meeting, may terminate, suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these Bylaws.

Section 5. - Resignation - Any member may resign by filing a written resignation with the Secretary, but 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 6. – Reinstatement -Upon written request signed by a former member and filed with the Secretary, the Board of Trustees, by the affirmative vote of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.

Section 7. – Applications - At the request of the President or other appropriate officer, potential members shall file an application for membership with the Council. The President shall be authorized and empowered to establish the form of such membership application so that pertinent information is made available to the Board of Trustees to determine whether such applicant is qualified for membership and to ascertain and determine such other matters, facts, and statistics as he shall deem necessary.

Section 8. Transfer of Membership - Membership in this Council is not transferable or assignable.

Section 9. - Statistics and Records - The President, in order that the Council may compile and have available to it, from time to time, such statistics and records as it may deem necessary to achieve and further the objectives and purposes of the Council may require members to complete and furnish to him information forms.

ARTICLE V - MEETINGS OF MEMBERS

Section 1. – Regular Meetings - Meetings of members may be held pursuant to notice at any such place or time as the Board of Trustees shall agree upon not inconsistent with the Bylaws, for the purpose of members being informed by the Board of Trustees as to what events have transpired during the current year and for the transaction of such other business as may come before the meeting. Failure to hold regular meetings shall not work a forfeiture or dissolution of the Council.

Section 2. - Special Meetings - Special meetings of the members or classes of members may be called by the President, the Chairman of the Board of Trustees, or the Board of Trustees.

Section 3. - Place of Meeting - The Board of Trustees may designate any place, either within or without the District of Columbia and within or without the United States, as the place of the meeting for any regular meeting or any special meeting called by the Board of Trustees. If no designation is made, the place of any meeting shall be the principal office of the Council in Washington, D.C.

Section 4. - Notice of Meetings - Only such notices, if any, of meetings of members, whether regular or special, need be given as the Board of Trustees may by resolution prescribe from time to time and, in any event, such notice as may be so prescribed may be furnished either by publication or by mail by or at the direction of the Chairman of the Board of Trustees, the President, the Secretary, or the officers or persons calling the meeting. If notice is given, said

notice shall be delivered, not less than ten (10) or more than fifty (50) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Council.

Section 5 – Quorum – If the Board of Trustees request a vote of the members or a class of members for advisory purposes, a majority of the members entitled to vote represented in person or by proxy, at a duly organized meeting shall constitute a quorum at a meeting of members, unless the vote was submitted to the members for referendum by mail. If the vote is not taken by referendum by mail, the affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy shall be necessary for the adoption of any matter voted upon by the members. Members who vote by mail, telephone call, or electronic mail shall be deemed present in person for purposes of this section. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE VI - COMMITTEES

Section 1. - Committees – The Board of Trustees may from time to time create one or more committees of the Board consisting of one or more Trustees, which committees may exercise the powers of the Board, except as limited by D.C. Code Section 29-406.25(e). Other committees not having and exercising the authority of the Board of Trustees in the management of the Council may be designated by a resolution adopted by the Trustees present at a duly organized meeting at which a quorum is present. Members of such Committees may be appointed by the President subject to the approval of the Board of Trustees and need not be Trustees. The Board may, at any time, remove any and all members of a committee with or without cause.

Section 2. - Term of Office - Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees of the Council and until his successor is appointed, unless the committee shall be sooner terminated or unless such member is removed from such committee.

Section 3. - Chairman and Vice Chairman - One member of each committee shall be appointed Chairman and one member of each committee shall be appointed Vice Chairman by the Board of Trustees. In the event the Chairman of any committee shall be absent, the Vice Chairman shall act in his stead. Said Vice Chairman shall exercise all authority which the Chairman might have exercised. A Chairman may serve a maximum of three years as Chairman, unless his term is extended by the unanimous vote of the Board of Trustees.

Section 4. - Vacancies - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum - Unless otherwise provided in the resolution of the Board of Trustees designating a committee, members of a committee present at a meeting shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII - GENERAL COUNSEL

The Board of Trustees may retain or employ General Counsel to represent the Council in all legal matters and to furnish legal advice and consultation, and to perform such other duties as the Board of Trustees may designate. The Board of Trustees may also retain or employ assistants

to said General Counsel and such Special Counsel as they may deem necessary. Such General Counsel, assistants to the General Counsel and Special Counsel shall receive such compensation and be retained or employed for such terms as the Board of Trustees shall deem advisable, and the Board may enter into appropriate retainer or employment contracts for said purposes.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. - Contracts - The Board of Trustees may expressly authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council.

Section 2. - Checks, Drafts, etc. All checks, drafts, or orders for payment of money, notes of other evidences of indebtedness issued in the name of the Council, shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. Deposits - All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. - Gifts - The Board of Trustees may accept on behalf of the Council any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Council.

ARTICLE IX - BOOKS AND RECORDS

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and Committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members.

ARTICLE X - FISCAL YEAR

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

ARTICLE XI - DUES

Section 1. - Annual Dues - The Board of Trustees may determine by resolution the amount of initiation fee, if any, and annual dues payable to the Council by members of each class.

Section 2 - Payment of Dues

(1) Organizational Members and Individual Members

Annual dues from qualified Organizational Members and Individual Members shall be payable in advance for one year from the date of membership and on each anniversary membership date in each year thereafter, or as otherwise approved by the Board of Trustees.

Section 3. - Default and Termination of Membership - When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the fiscal year or period of which such dues become payable, the membership may thereupon be terminated by the Board of Trustees in the manner provided in Article IV of these Bylaws.

ARTICLE XII - SEAL

The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Council and the words Corporate Seal - Washington, D.C.

ARTICLE XIII - NOTICE AND WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Washington, D.C., or under the provisions of the Articles of Incorporation or the Bylaws of the Council, a waiver of notice in writing signed by the member or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Presence without objection also waives notice.

ARTICLE XIV - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by affirmative vote of the Trustees present at any regular meeting or at any special meeting, if at least fifteen (15) days' written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

ARTICLE XV - DISSOLUTION

At any regular or special meeting, the Board of Trustees shall be authorized upon the adoption of a resolution to dissolve the Council by a vote of a majority of the Trustees in office. In the event such dissolution is voted, the Board of Trustees shall designate three (3) of its members as Trustees who, on behalf of the corporation and within the time fixed by the Board of Trustees at the time of their designation or within any extension thereof, shall liquidate its assets and distribute them in accordance with the law and the Articles of Incorporation.

ARTICLE XVI- RULES OF ORDER

Meeting Procedure - At all meetings of the Board of Trustees, the Executive Committee, and any other Committee of the Council, Robert's Rules of Order Newly Revised ("RONR") shall, insofar as applicable, govern and control procedure. Such rules and regulations shall be deemed inapplicable where in conflict, in any way, with provisions of these Bylaws, or with the Articles of Incorporation. Such Rules of Order may be suspended, at any time, by the Board of Trustees or by the body holding such meeting by a majority vote of members of the body, present or represented.

ARTICLE XVII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1.- Indemnification - To the fullest extent permitted by law, the Council shall indemnify every Trustee or officer, or his or her heirs, estate, executors or administrators, who is a party to a proceeding because he or she is or was a Trustee or officer against liability incurred in the proceeding if:

(1) The individual: (a) acted in good faith; (b) reasonably believed (i) in the case of conduct in an official capacity, that the conduct was in the best interests of the Council, and (ii) in all other cases, that the individual's conduct was at least not opposed to the best interests of the Council; and (c) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was or unlawful; or

(2) The individual engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the Council's Articles of Incorporation, as authorized by D.C. Code Section 29-402.02(b)(7).

Section 2.- Advancement of Expenses – To the fullest extent permitted by law, the Council shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Trustee or officer, or his or her heirs, estate, executors or administrators, who is a party to a proceeding because he or she is or was a Trustee or officer, if the individual delivers to the Council:

(1) An affirmation in the form of a record of his or her good faith belief that he or she has met the relevant standard of conduct or that the proceeding involves conduct for which liability has been eliminated by applicable law or under a provision of the Council's Articles of Incorporation; and

(2) An undertaking in the form of a record to repay any funds advanced if the individual is not entitled to indemnification and it is ultimately determined that the individual has not met the relevant standard of conduct.

Section 3.- Insurance; Defense; Etc. – The Council shall not be obligated to provide indemnification for any liability covered by valid and collectible insurance. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Council is advised by counsel that the individual is entitled to indemnity, or may be indemnified, under this Article XVII. The foregoing right of indemnification shall not be exclusive of other rights to which an individual may be entitled. As used in this Article XVII, the terms "expenses," "liability," "officer," "official capacity," "party," and "proceeding" are used with the same meanings given to them in D.C. Code Section 29-406.50. The term "Council" is used with the same meaning as "corporation" in D.C. Code Section 29-406.50 and the term "Trustee" is used with the same meaning as "director" in D.C. Code Section 29-406.50.

THE UNDERSIGNED certifies that these Bylaws constitute the Council's Bylaws effective as of _____, 20__.

Julie M. Broadway, CAE,
President, American Horse Council