

AMENDED AND RESTATED BYLAWS

of the

NORTHERN VIRGINIA WORKING EQUITATION, CORP.

ARTICLE 1
CORPORATE NAME

The name of the corporation, as registered in Prince William County, Virginia, is: Northern Virginia Working Equitation, Corp. It is a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia. Northern Virginia Working Equitation, Corp is commonly known as Northern Virginia Working Equitation and will also be commonly known as a Club and referred to herein by the acronym NOVAWE.

The Club is qualified as a 501(c)(7) club under the Internal Revenue Code. NOVAWE will use its proceeds to promote its objective.

ARTICLE 2
MISSION and PURPOSE

Northern Virginia Working Equitation is dedicated to promoting the growth of the equestrian sport of Working Equitation (WE) in Northern Virginia. The Club achieves this purpose by holding events such as practice days, clinics, shows, demonstrations, educational events and by supporting other organizations or members promoting WE at similar events.

ARTICLE 3
MEMBERSHIP and DUES

Membership in the Club will be on an annual basis coinciding with the calendar year. Anyone can join the club without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age. Individuals who wish to participate in the activities of the Club shall submit dues annually, complete an annual application for membership, and sign a waiver of liability for participation in all Club activities.

1. Membership categories include Individual Adult (age 18+) and Youth (age 6 to 17) as of the first day of the calendar year.
2. The fiscal year of NOVAWE is January 1st through December 31st.
3. The NOVAWE Board of Directors will, on a yearly basis, establish the amount to be paid as membership dues.
4. All members shall abide by these Bylaws and future Amendments. As a member of NOVAWE, no member may take legal action against NOVAWE, its Board of Directors, or any of its members in relation to NOVAWE business or activities.

5. To remain in good standing a member's dues must be current and the member must abide by the Bylaws, Amendments, Policies, and Procedures.

ARTICLE 4 BOARD OF DIRECTORS

The Board of Directors (BOD) is the governing authority and has total oversight over the management of the Club's affairs. It carries out all the objectives and purposes for which the Club is organized. All Board Members promote the Club and assist when possible with Club activities.

The Board of Directors of the Club shall be President, Vice-President, Secretary, Treasurer, and Marketing Director. The Board shall appoint a qualified member as Treasurer. On a majority vote of the Board, the composition of the Board of Directors may be changed.

Any Board Director can call for a meeting of the Board. Only Board Directors have the right to propose a motion, second a motion and vote on a motion. A quorum of a majority of the Directors is required for a meeting or to vote on a motion.

In the event of death, resignation, or incapacity of a Board Director, the President will nominate a Club member to serve out the remaining term subject to approval by the BOD.

The Board of Directors may vote to amend these bylaws by a majority vote.

All Board members will give the records of their office to the next director at the end of the term.

All terms are two years except the Treasurer which is a one year term subject to renewal by BOD approval.

ARTICLE 5 DUTIES OF BOARD MEMBERS

1. President
 - a. Leads the organization and operations of the Club's activities and business as its chief executive officer;
 - b. Sets the agenda and presides over all Board and Member Meetings;
 - c. Represents/Speaks on behalf of the Club;
 - d. Oversees the Club Treasury and has the authority to sign contracts;
 - e. Assumes the duties of the Treasurer in the event of resignation, absence, or incapacity of the Treasurer or the BOD may hire a third party to perform the functions of the Treasurer until a replacement can be appointed;
 - f. Oversees the Elections Committee.

2. Vice President
 - a. Assumes the duties of the President in the event of resignation, absence, or incapacity of the President; and
 - b. Serves as Chair of the Event Committee and has the authority to sign contracts.

3. Secretary
 - a. Sets up and issues invitations to Board Meetings;
 - b. Records minutes of the Board and Member meetings;
 - c. Ensures that approved minutes are posted to the Club's website;
 - d. Keeps a register of the mailing addresses of each member of the Club;
 - e. Oversees the Membership Committee.

4. Treasurer
 - a. Oversees the funds of the Club, managing and safeguarding bank income and expenses;
 - b. Reconciles all financial accounts monthly or oversees this work if contracted to an outside bookkeeper;
 - c. Presents a financial report at every meeting of the Board of Directors and at the annual general member meeting;
 - d. Keeps a permanent record of all assets, income, and expenses of the Club;
 - e. Pays all bills promptly upon authorization;
 - f. Prepares and files all returns and annual reports as required by state and federal government agencies.

5. Marketing Director
 - a. Is in charge of marketing activities and communications with Club members and the public; and
 - b. Is the Chair of the Marketing Committee.

ARTICLE 6
MEETINGS

NOVAWE Board Meetings shall be held on dates decided by the Board of Directors. Formal Meeting Minutes will be recorded, will include a Treasury Report, and will be posted after approval on the Club's website.

Member Meetings shall be held at least once a year on a date decided by the Board of Directors. All members shall be invited to Member Meetings.

Meetings may be held via conference call, electronic communications or in person.

ARTICLE 7
ELECTIONS

All Board of Director positions except the Treasurer will be elected positions. The Treasurer is appointed annually.

Elected positions are eligible for re-election and have no term limits.

All Individual Adult Members in good standing are eligible for office and can vote in the election.

The election will be conducted annually by the Elections Committee following the NOVAWE Elections Policy.

Any position that is vacated will be filled by appointment by the Board of Directors until the normal election cycle.

ARTICLE 8
STANDING COMMITTEES

The Standing Committees are the Elections Committee, the Events Committee, the Marketing Committee, and the Membership Committee.

The Board of Directors appoints Club members to serve on the committees.

The Club's Standing Committees work under the direction of the Board of Directors.

Additional responsibilities of these committees are found in the Club's Policies and Procedures documents.

By a simple majority vote of the Board, the Club Committees may be changed or new ones added.

ARTICLE 9
DUTIES OF STANDING COMMITTEES

1. Elections Committee
 - a. Is composed of the Election Chair, plus additional committee members as needed;
 - b. Members may not run for an office in the current year of their service;
 - c. Collects nominations for Board of Director positions and requests statements from the candidates;
 - d. Conducts the annual election;
 - e. Has a service for one year but can be renewed.

2. Events Committee
 - a. Is composed of the Events Chair, plus additional committee members as needed;
 - b. Organizes the annual schedule for all events such as clinics, shows, practice days, and any other special events;
 - c. Seeks to find Show Managers and Event Managers to produce the Club's events;
 - d. Maintains show records for Year-End Awards;
 - e. Has a service for one year but can be renewed.

3. Marketing Committee
 - a. Is composed of the Marketing Chair, Website Editor, Newsletter Editor, and Social Media Officer; plus additional members as needed;
 - b. Maintains website, ensuring information is up to date, complete and operational;
 - c. Is responsible for communicating with members and the public via Social Media and emails to keep them informed, promote the club and increase membership;
 - d. Designs and distributes newsletters;
 - e. Has a service for one year but can be renewed.

4. Membership Committee
 - a. Is composed of the Membership Chair, plus additional committee members as needed;
 - b. Maintains membership records;
 - c. Works with the Treasurer to ensure fees are paid;
 - d. Sends a monthly membership report to the Secretary for the Board meeting;
 - e. Has a service for one year but can be renewed.

ARTICLE 10
REGISTERED AGENT AND OFFICE

The name of the corporation's initial registered agent is Elizabeth ("Biddie") Lowry who is a resident of Virginia and a Founding Board Member. NOVAWE's Registered Agent may transfer to a different Board Member by unanimous agreement of the Board.

The address of the corporation's initial registered office, which is identical to the business office of the initial registered agent, Elizabeth ("Biddie") Lowry, is 15140 Heather Mill Ln, #304, Haymarket, VA 20169. The initial registered office is in the County Prince William, Virginia.

ARTICLE 11
DISSOLUTION

In the event of the dissolution of the NOVAWE or other termination of its activities, all its assets, after settlement of debts, shall be distributed to the Loudoun County Equine Alliance (LCEA) of Leesburg Virginia (PO Box 293, Purcellville, VA 20134). The LCEA meets the IRS guidelines for disposition of assets as specified in IRS Code section 501(c). The above reference to section 501(c) shall be interpreted to refer to the corresponding section of any Internal Revenue Code or other Revenue Law hereafter in effect.