

**BYLAWS OF
RIDE WITH PRIDE, INC.
A NON-STOCK CORPORATION
ORGANIZED THE LAWS OF THE
COMMONWEALTH OF VIRGINIA**

ARTICLE I. - NAME

This non-stock corporation shall be known as the "RIDE WITH PRIDE, INC."

ARTICLE II. - PURPOSE

This non-stock corporation is established by the Virginia State Corporation Commission ("Commission") pursuant to Chapter 10 of Title 13.1 of the Code of Virginia. The purpose of Ride With Pride, Inc. (RWP) is to serve those in Greater Augusta County with physical, emotional, and developmental special needs through a wide range of therapeutic equine activities.

ARTICLE III.-STATUS

Section 1. RWP operates as a nonprofit organization exclusively for the purposes and objectives set forth in Article II, above.

Section 2. Officers, directors, and appointed officials shall not receive any stated compensation for their services, but the board of directors may authorize reimbursement of expenses incurred in the performance of their duties.

Section 3. Nothing stated herein shall constitute members of RWP as partners for any purpose whatsoever. No member, officer, or agent of RWP shall be liable for the acts or the failures to act on the part of any other member, officer, or agent. Further, no member, officer, or agent shall be liable for the acts or the failures to act under these bylaws, excepting only acts or failures to act arising out of willful malfeasance or misfeasance.

Section 4. RWP shall use its funds only to accomplish the purposes and objectives set forth in Article 11, above. No part of the said funds shall inure or be distributed to members.

Section 5. In the event of dissolution of RWP and after discharge of all lawful debts, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of RWP. The organization to receive the RWP assets shall be designated by a majority vote of the board of directors.

ARTICLE IV. - Members

There shall be no membership of this Corporation

ARTICLE V. - The Board

Section 1. The RWP Board of Directors shall consist of no more than nineteen (19) voting members.

Section 2. Qualification to serve on the Board will be determined in each individual case based on recommendation for the open position and appropriate resume for the prospective candidate. The

prospect individual must be nominated by a board member. The prospective individual's nomination and subsequent appointment to the board will be the result of a vote by the board.

Section 3. All terms shall be for a period of three years. A board member in good standing may, upon recommendation, be re-elected for an additional term. There is no limit on the number of additional terms. Elections shall take place in the months of December or January to be effective with the first regular meeting of the New Year. Members shall be divided into groups so that approximately an equal number of board members shall be elected annually.

ARTICLE VI. - OFFICERS

Section 1. The Board of Directors shall elect from their ranks a president, vice-president, secretary and treasurer, elected in accordance with the provisions of this Article. The Board of Directors may appoint assistants to assist these officers as it deems necessary from time to time. Any two or more offices may be held by the same person except the offices of president and secretary. These officers shall be elected at the Board's first regular meeting of the year and serve for a term of one year. Each officer shall be elected by a majority vote. The President will be voted upon first. Following the election of the President, the Vice President will be voted upon next. Following the election of the Vice President, the Secretary position shall be voted upon

Section 2. When no candidate receives a majority of the votes, the candidate who receives the most votes shall be elected to the position. When there is a tie in the most votes received by two or more candidates for a position, the members of the Board shall take another vote, and only those candidates who were tied for the most votes shall be included in that ballot. This shall continue until one person has received the most votes or a tie continues to exist. If a tie continues to exist, the previous term's President shall choose the person, from the candidates who are still tied with the most votes, to hold that position for the next one-year term.

Section 3. The president shall be the principal executive of RWP and shall in general supervise and control all of the business and affairs of RWP. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the secretary or other proper officer of RWP authorized by the Board of Directors.

Section 4. The Vice-president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors in the absence of the President.

Section 5. The secretary shall keep the minutes of the monthly meetings in an email file with written or electronic back-up; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and keep a register of the post office address and email address of each Board member, and in general perform all duties incident to the office of secretary and other duties as may be assigned to the secretary by the president or by the Board of Directors.

Section 6. The treasurer shall have charge and custody of and be responsible for all funds and securities of RWP; receive and give receipts for monies due and payable to RWP, in such banks, trust companies, or other depositories as approved by the Board. The treasurer shall perform all the duties incident to the office of treasurer and such other duties as may be assigned by the president or by the Board of Directors. If required by the Board of Directors, the RWP shall obtain a bond for the treasurer for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of RWP would be served.

Section 8. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII . - REMOVAL FROM THE BOARD of DIRECTORS

Section 1. Any member of the Board may resign or be removed at any time by the Board by majority vote of the Board.

Section 2. A member may be removed for failure to attend 75 percent of the scheduled meetings in a calendar year, or actions not consistent with these by-laws.

ARTICLE VIII.- VACANCIES

Section 1. Any vacancy occurring on the Board shall be filled as soon as practical by appointment by the Board the President may appoint a person to fill the vacancy based on a recommendation, by the remaining Board members. The term of such appointment shall be for the remainder of the Board member's term.

Section 2. When a vacancy occurs in an officer or director position, the replacement for that position may be elected, according to the provisions of Article V of these Bylaws, at any the Board meeting following the occurrence of the vacancy.

ARTICLE IX . - MEETINGS

Section 1. The Board of Directors shall meet monthly at a time and place agreed upon and adopted by a two-thirds vote of the Board of Directors. In addition , the January meeting each year of the Board of Directors shall be designated as the annual meeting.

Section 2. Board meeting shall be open, however, those attending that are not members or have not been called by the Board shall be allowed to speak only at the discretion of the President. All meetings shall follow Robert's Rules of Order.

ARTICLE X. - SPECIAL MEETINGS

Section 1. Special meetings of the Board of Directors may be called by or at the request of the president, the vice-president, or any two Board Members. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting

Section 2. Notice of any special meeting of the Board of Directors shall be given to all board members as far in advance as practical, but not less than three days. Notice shall be deemed to be delivered when sent by email. Such meetings may be held at a time and place established by the notice. Special meetings may be by conference call or by other telecommunications means approved by the Committee.

ARTICLE XI. - ATTENDANCE

Section 1. A roll call shall be taken by the Secretary at the beginning of each meeting and a record of those members in attendance shall be kept as part of the records of the actions of the board. To remain in good standing a member must attend 75 percent of all meetings conducted in a calendar year.

ARTICLE XII. - QUORUM

Section 1. A majority of the Members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority the Board members present may adjourn the meeting without further notice. A quorum may consist of no less than the President, or designated officer, and at least 4 members of the Board.

ARTICLE XIII- COMMITTEES

Section 1. The president of the board will establish, and maintain committees as needed that will include but limited to:

- Executive
- Events.
- Marketing/Communications/Public Relations
- Fundraising//Sponsorships
- Development Operations

Section 2. The Committee responsibilities will be assigned by the president and the Board of Directors in accordance with the RWP Strategic and Annual Plans. The number of members of each committee will be determined by the committee responsibilities and charges. Each board member must sit on at least one committee.

Section 3. Committee chairman and members are appointed by the president.

Section 4. Vacancies that occur on a committee before the expiration of a committee member's term will be filled by appointment by the president with approval of the Board of Directors.

Section 5. There will be one designated ad hoc committee, which is the nominating committee. At least 60 days before the annual meeting, the board of directors shall appoint a nominating committee of three regular members, not currently holding elective or appointive office, to nominate candidates for the elective offices of the Board. The committee shall notify the secretary in writing, at least 30 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year. The secretary then shall list in the Board's nominated candidates for the elected offices and email a copy to each regular board member at least 15 days before the annual meeting.

Section 6. Advisory Board members must sit on at least one committee or make a financial commitment of support. Advisory board members are not required to attend committee meetings, but must be an active part of their committee and willing to execute assigned responsibilities.

ARTICLE XIV-Contracts, Checks, Deposits and Funds

Section 1. The Board of Directors may authorize any officer or agent of RWP to enter into any contract or execute and deliver any instruments in the name of and on behalf of RWP, this authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders for payment of money, notes, or other evinces of indebtedness issued in the name of RWP, shall be signed by the duly authorized officer, officers or agent of the RWP, and in such manner as shall be determined by the Board of Directors. In the event the Board of Directors does not determine otherwise, such instrument shall be signed by the treasurer

Section 3. All funds of the RWP shall be deposited to the credit of RWP in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of RWP any contribution, gift, bequest, or devise for the general purpose or for any special purpose of RWP.

ARTICLE XV. - Books and Records

The RWP shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any authority of the Board of Directors, and shall keep **with** the secretary, a record giving names and addresses of the members of the Board of Directors. All records and books of RWP may be inspected by any Board for any proper purpose at any reasonable time.

ARTICLE XVI. - Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of a majority of Board members then serving at any meeting of the Board of Directors if at least SEVEN (7) days' notice is given of the intention to alter amend, repeal or adopt new Bylaws at such meeting.

The undersigned hereby certify that the foregoing are the Bylaws adopted by the Board of Directors at a meeting held on February 8, 2022 after due notice was provided to the Board of Directors.

ATTEST:

Date: _____

Secretary _____ President _____