

ARTICLE 1 PURPOSES

1.1 Charitable Purpose. The purposes for which the corporation is formed are set forth in its Articles of Incorporation, which are to conduct activities which educate the public, and encourage the humane treatment of and health and welfare of equines, in accordance with section 501(c)3 of the Internal Revenue Code.

1.2 Dividends Prohibited. The corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or will inure to the benefit of, its directors or officers or other private individuals, provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, officers or directors of the corporation and reimbursement of expenses incurred in connection therewith.

ARTICLE II CONDUCT OF ACTIVITIES

The Board of Directors and such officers shall conduct the activities and affairs of the corporation, as it shall appoint.

ARTICLE III

DIRECTORS

3.1 Number. The board of directors shall consist of a minimum of 3 persons, not to exceed five persons as may be designated from time to time by resolution of a majority of the entire board of directors. The initial directors shall hold office until his or her successor is elected and qualified.

3.2 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the directors then in office, though not less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

3.3 Place of meetings. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Virginia. Meetings may be held by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other, and participating in a meeting pursuant to this section shall constitute presence in person at such meeting.

3.4 Annual Meeting. The annual meeting of the board of directors shall be held each year at such date and time as shall be designated by the board of directors and stated in the notice of meeting. Notice to the current board of directors of each annual meeting shall be given by the secretary by mail, telephone, telegram, or facsimile and shall be given at least ten days and not more than thirty days prior to such meeting. At the

annual meeting, the board of directors shall transact any business, which may properly come before it.

3.5 Regular Meetings. Regularly scheduled meetings of the Board of Directors may be held without notice at the time and place as shall be determined to accommodate all board members.

3.6 Special meetings. The president or secretary on ten days notice to each director may call special meetings of the board. President or secretary shall determine the time and place of each special meeting in like manner and on like notice on the written request of any director.

3.7 Quorum. A majority of the membership of the board of directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the board, except as may be otherwise specifically provided by statute or by the articles of incorporation. If a quorum shall not be present at any meeting of the board of directors, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

3.8 Action without Meeting. Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

3.9 Waiver of Notice. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular, or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

3.10 Compensation and Expenses. Directors shall serve without compensation. A director is not precluded from serving the Corporation in any other capacity nor from receiving reasonable compensation for such services or reimbursement of expenses thereof; provided that in no event may a Director participate in a vote on his or her compensation arrangement, and in no event may a director participate in a vote that would directly or indirectly benefit that officer or any business with which he or she is related.

ARTICLE IV

OFFICERS

4.1 Designation of Titles. The officers of the corporation shall be chosen by the board

of directors and shall be a president and a treasurer. The board of directors also may choose a director of rescue operations. The same person may hold any number of offices. The officers shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

4.2 Appointment of Officers. The board of directors shall elect all officers at each annual meeting.

4.3 Salaries. The officers shall serve without compensation unless the Board shall otherwise determine.

4.4 Term. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. The Board of Directors may remove any officer elected by the board of directors at any time. If the office of any officer becomes vacant for any reason, the Board of Directors shall fill the vacancy.

ARTICLE V

FISCAL YEAR

The fiscal year of the corporation shall be January 1 through December 31 of each year

ARTICLE VI

INDEMNITY

The corporation shall indemnify any person against expenses, including without limitation, attorneys fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Virginia as then in effect. Any indemnification hereunder shall be made by the corporation only as authorized by the board of directors by a majority vote of the quorum consisting of directors who were not parties to the action, suit or proceeding, or if such quorum is not obtainable, as specifically permitted and provided for by the laws of the State of Virginia as then in effect.

ARTICLE VII

GENERAL PROVISIONS

7.1 Checks and Other Instruments. All checks and other instruments made the corporation shall be signed by the officer or officers or such other person or persons as the board of directors may from time to time designate.

7.2 Contracts. The board of directors may authorize 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 that authority may be general or confined to specific instances.

ARTICLE VIII

REPEAL, ALTERATION OR AMENDMENT

These bylaws may be repealed, altered or amended, or substitute bylaws may be adopted, at any time only by a majority of the board of directors.