

Shenandoah Valley Driving Club
“By Laws”

At its organizational meeting held September 11, 2001 the initial steering committee completed the organization of the Shenandoah Valley Driving Club (hereinafter referred to as the Club) by adopting the By Laws as herein set forth and subsequently amended.

Article 1: Name and Purpose

Section 1. The name of the organization is Shenandoah Valley Driving Club, LLC.

Section 2. The purpose of the Club is to:

- promote and create interest in the sport of driving horses;
- make available information on driving methods, safety and competitive events;
- provide opportunities for driving which reflect the interest of the membership, whether of a competitive, educational, or pleasurable nature; and
- engage in all lawful activities that may be related to, or incidental to, such recreational purposes.

Article 2: Organization and Government

Section 1. Membership in the Club shall consist of two types, individual and family. A family membership consists of two or more persons. All members of the Club may vote on matters brought before the membership for decision, however, a family membership shall be limited to two votes.

Section 2. The Board of Directors (hereinafter referred to as the Board):

- shall consist of the Club officers, the immediate past-president, and two directors elected at large from the Club membership;
- the directors-at-large will be elected to serve for a staggered period of two years; and
- only members of the Board may vote on matters placed before the Board that require a decision.

Section 3. The Officers of the Club:

- shall consist of a president, treasurer and secretary; and
- will serve for a period of one year.

Section 4. If the office of the President becomes “vacant during a term”, a new president may be elected by the members at a meeting of the membership. Otherwise, the position shall be vacant and one of the officers appointed by the Board of

Shenandoah Valley Driving Club **“By Laws”**

Directors shall serve as acting president. If a vacancy occurs in any of the other offices or directors during a term, the vacancy may be filled by appointment by the Board of Directors or by a majority vote from among the membership of the Club.

Section 5. The President shall be chairman of the Board of Directors and shall preside at all meetings of the Club. The Board of Directors shall decide all questions arising under the By Laws, subject to an appeal at the meeting where the question arises. In absence of the President at any meeting of the Club, or meeting of the Board of Directors, the chairman shall be chosen by a vote of the members present.

Section 6. It shall be duty of the Secretary to:

- keep accurate minutes of the proceedings of the Club at all its meetings;
- keep on file all written and electronic correspondence, papers and books of the Club not belonging especially to the Treasurer;
- notify the members of the regular meeting and any special meetings;
- generally perform such duties as usually pertain to that office;
- mail¹ a written notice of meetings to each member not less than ten (10) days nor more than sixty (60) days before the date of such meeting;
- file reports to Virginia Corporation Commission; and
- be the point of contact for communication with the Carriage Association of America and American Driving Society.

Section 7. It shall be the duty of the Treasurer to:

- collect and care for the funds of the Club;
- keep regular accounts therefore, and submit a report of the financial condition of the Club and matters pertaining thereto at the membership meetings and whenever called upon by the Board of Directors;
- pay out money to cover all budgeted items; and
- pay items not covered by the budget upon approval of the majority of the Board of Directors.

Section 8. It shall be the duty of the Board of Directors to:

- have general management of the affairs of the Club;
- appoint such sub-committees as may be necessary;
- annually consult with the membership (preferably by written means, such as a questionnaire) to determine the interests of the members in order to provide appropriate activities for the members;
- enforce the preservation of order and obedience to the By Laws;

¹ “Mail” is intended to include electronic correspondence

Shenandoah Valley Driving Club “By Laws”

- make such regulations for the economy and success of the Club as they think proper;
- cause the accounts of the Treasurer to be audited at least once a year; and
- institute activities that are considered to be in the best interest of the Club.

Section 9. The Club’s fiscal year begins January 1st and ends December 31st.

Article 3: Meetings of Members

Section 1. General meetings of the members will be as scheduled by the Board of Directors. Any business not inconsistent with the By Laws, or laws of the state of Virginia, may be transacted. The general membership meeting held in January of each year shall be referred to as the “annual” meeting. At the annual meeting, elections shall be held and the Treasurer’s report and budget shall be presented for the next year.

Section 2. Special meetings of the membership of the Club shall:

- be called by the secretary whenever requested by at least two members of the board of directors, or not less than seven members of the Club;
- state the object for which the meeting is desired, and only the subject so stated shall be considered at this special meeting;
- send notice for the special meeting by mail to each member and shall also set forth the object for which said meeting is called; and
- have the time limits outlined in Article 2, Section 6.

Section 3. Notice of a members’ meeting to act on an amendment of the By Laws, a plan of merger, a proposal sale of assets, or of the dissolution of the Club shall be given not less than twenty five (25) days nor more than sixty (60) days before a meeting.

Section 4. All meetings shall be run according to Robert’s Rule of Order. Unless otherwise stated, decisions will be approved with a simple majority of members voting.

Article 4: Annual Dues

Section 1. The annual dues for the members shall be set each year by the board of directors. Each member shall be responsible for the payment of dues to the Treasurer.

Section 2. Dues are due in January each year. The full amount of dues shall be paid to the Treasurer no matter when the membership becomes effective.

Shenandoah Valley Driving Club

“By Laws”

Article 5: Amendments to By Laws

These By Laws may be amended by two-thirds vote of all members, present or voting by mail, at any regular meeting of the membership or at any special meeting called for this purpose. Before any proposed amendment to these By Laws is submitted to the members, it shall be presented to the Board of Directors at least thirty (30) days prior to the regular or special meeting of the membership. Upon actions taken by the Board of Directors, the Secretary shall forward a copy of the said amendment and the Board of Director’s recommendation to all members. The Board of Directors may not amend or repeal any provision of these By Laws, or amendment thereto, except as provided in this Article.

Article 6: Dissolution

Section 1. In order to dissolve the Club voluntarily:

- the Board of Directors shall adopt a resolution recommending that the Club be dissolved by greater than two-thirds majority vote of those directors present, including the name of the trustee in dissolution;
- the resolution shall be submitted to a vote at a meeting of members, which may either be a regular meeting or a special meeting; and
- the resolution to dissolve the Club shall be adopted upon receiving more than two-thirds of the votes of members.

Section 2. All obligations and liabilities of the Club shall be paid, satisfied and discharged or adequate provisions shall be made therefore.

Section 3. Assets held by the Club on condition that they be returned, transferred or conveyed upon dissolution of the Club, shall be returned, transferred or conveyed in accordance with such requirements.

Section 4. Upon passage of a voluntary resolution of dissolution:

- all property belonging to the Club shall be sold and all debts shall be paid from the proceeds;
- the remaining assets, after all debts are paid, shall be given to the Hoofbeats Therapeutic Riding Center Inc., Lexington, VA program, or a similar program; and
- the Board of Directors will make certain that the Articles of Dissolution are drawn up and submitted to the Virginia State Corporation Commission as required by Section 13, 1-904, Code of Virginia, 1950, as amended.

Shenandoah Valley Driving Club “By Laws”

- Section 5. In the event that the Club is automatically or involuntarily dissolved:
- a trustee in dissolution shall be appointed by a majority vote of the board of directors;
 - the assets of the Club shall be placed in escrow under his exclusive control; and
 - the assets shall be distributed in the manner described in Article 6, Section 4 above.

Article 7: Records and Reports

- Section 1. The Club shall keep as permanent records:
- minutes taken of all meetings of its members and Board of Directors;
 - a record of all actions taken by the members or Board of Directors without a meeting;
 - a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the Club; and
 - as well as all the other records required by Section 13.1-932, Code of Virginia, 1950, as amended.

- Section 2. An annual report shall be filed with the Virginia State Corporation Commission. This report will follow and set forth those things required by Section 13.1-936, Code of Virginia, 1950, as amended.

Article 8: Additional Powers

The Board of Directors, or the members, acting in accordance with the provisions of these By Laws may take whatever further action for the regulation or management of the affairs of the Club that is not inconsistent with the By Laws.

By Laws amended in April 2006 and July 2016