

AMENDED AND RESTATED BYLAWS
OF
SOUTHEAST ENDURANCE RIDERS ASSOCIATION, INC.
(F/K/A THE SOUTHEAST ENDURANCE RIDERS ASSOCIATION, INC.)

These Amended and Restated Bylaws of Southeast Endurance Riders Association, Inc., a Georgia non-profit corporation, formerly known as The Southeast Endurance Riders Association, Inc. (hereafter sometimes called "SERA" or "the Corporation"), are made and entered into as of the 23RD day of January, 2010, it being the intention of the members of SERA to amend, restate and supersede the Bylaws, as amended, dated January 1991.

ARTICLE I. NAME

The name of the corporation shall be SOUTHEAST ENDURANCE RIDERS ASSOCIATION, INC., a Georgia non-profit corporation.

ARTICLE II. CORPORATE POWERS

The corporate powers of the Corporation shall be vested in the Board of Directors, each of whom shall be a member in good standing in SERA, said powers subject to the limitations of these Bylaws and the applicable laws of the State of Georgia and the United States.

ARTICLE III. DEFINITIONS

Section 1. **Endurance Riding.** "Endurance riding" is defined as an athletic event in which the same equine and rider cover a specified course of not less than 50 miles (usually 50 to 150 miles) within a maximum time limit (12 hours per 50 miles length), follows the rules and regulations set forth by the American Endurance Ride Conference, Inc., a California non-profit corporation ("AERC") and/or SERA, and conforms to the following conditions:

1. The equines must be under the control of veterinarians experienced with equines or endurance riding.
2. All riders who successfully complete the ride must receive a completion award.
3. An award must be available for the equine judged to be in the best condition.
4. The winner of the ride is the equine and rider who successfully completes the ride in the fastest time.
5. There may be no minimum time limit for completion.

6. The ride must be open to all breeds and types of equines at least 60 months of age.

In the event of a discrepancy between the rules and regulations of AERC or SERA, the rules and regulations of SERA shall control.

Section 2. **Limited Distance Riding.** "Limited Distance riding" is defined as an athletic event in which the same equine and rider cover a specified course of not less than 25 miles and not more than 35 miles within a maximum time limit (6 hours per 25 miles length), follows the rules and regulations set forth by AERC and/or SERA, and conforms to the following conditions:

1. The equines must be under the control of veterinarians experienced with equines or endurance riding.
2. All riders who successfully complete the ride must receive a completion award.
3. An award must be available for the equine judged to be in the best condition.
4. The winner of the ride is the equine and rider who successfully completes the ride in the fastest time.
5. There may be no minimum time limit for completion.
6. The ride must be open to all breeds and types of equines at least 48 months of age.

In the event of a discrepancy between the rules and regulations of AERC or SERA, the rules and regulations of SERA shall control.

Section 3. **Quorum.** As to the Board of Directors, "quorum" is defined as two-thirds of the Board of Directors present and voting. As to the members of SERA, "quorum" is defined as 15% of the voting membership present and voting for any general membership meeting.

ARTICLE IV. PURPOSES

Section 1. To promote the sport of endurance riding and related equine sports, to promote the welfare of the horse, to act as an information center and clearing house for information concerning endurance riding, and to encourage better care of endurance horses and prevention of cruelty of equines.

Section 2. To gather and disseminate information pertaining to the riding of horses in endurance riding and related equine sports, and to encourage the riding of historic trails and to preserve such trails for future generations.

Section 3. To encourage and sponsor the collection and publication of scientific data with detailed methodical examination and tests of horses for beneficial use by the veterinary and medical professions.

Section 4. To present awards for outstanding performance in Endurance and Limited Distance riding.

Section 5. To publish guidelines for ride managers and for veterinarians to assist them in putting on rides and assure riders of quality rides held in a consistent manner.

Section 6. To promote rider education through seminars, newsletter articles, and other means as approved by the Board of Directors (hereafter sometimes called the "Board").

ARTICLE V. FISCAL YEAR

The Fiscal Year shall commence on the first day of December and end on the last day of November.

ARTICLE VI. MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of SERA shall be eligible for membership, and upon proper application and payment of the required dues shall be accepted in membership.

Section 2. There shall be Individual Members and Family Members. The Board shall determine the dues, classification, and privileges of these members with the individual membership having one vote and the family membership having two votes. Only members in good standing are eligible to vote.

Section 3. Dues are payable on or before December 1 of each year. A member whose dues are in arrears as of March 1 shall cease to be a member and shall forfeit all privileges of membership, and shall only be accepted back into membership in that year upon reapplication for membership and payment of required dues.

Section 4. There may be Honorary Members, elected into membership by the Board of Directors. The Board shall determine the term, classification, and privileges of these members, who may be individual or family members.

Section 5. The resignation of any member shall become effective upon written notice to the President.

Section 6. By a vote of two-thirds of the Directors present and voting, a quorum being present, any member of SERA may be removed or suspended for just cause, provided that at least fifteen days written notice shall be first given to the accused member and to each Director stating the time and place of the meeting and stating the case for which it is intended the member be removed or suspended, and affording the member the opportunity to be heard either orally or in writing not less than 5 days before the effective date of the expulsion, and to be present and to be represented, if he or she so chooses, by any person at said meeting. The hearing of the matter shall be conducted as a formal proceeding, with both sides having a full opportunity to question witnesses and present their views. Any continuance requested by either side may be granted at the discretion of the Board.

Section 7. Throughout these Bylaws, the phrase "in good standing" is defined to mean a member whose dues are not in arrears, who has not been suspended or expelled from SERA by action of the Board of Directors, and who has not resigned from SERA.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of one member in good standing elected from each of the following States: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee and Virginia (hereafter, the "State Directors"); plus the Southeast Regional Directors of AERC. The AERC Directors cannot serve as a State Director, and must be members in good standing of SERA.

Section 2. The State Directors shall be elected in January of odd-numbered years by the State Caucus at the regular meeting held at the time of the Corporation's annual meeting and shall take office at the following annual meeting. Each State Director shall serve for a term of two years or until his successor is duly elected and installed.

Candidates for State Director may be self-nominated or nominated by any member in good standing of the state to be represented. Nominees or nominators may provide a written statement to be distributed with the ballots. Nominees must be members in good standing of SERA with dues fully paid.

Election of all State Directors shall be elected from each state's respective State Caucus (as defined below) , under supervision of the Board of Directors, using procedures in accordance with these Bylaws, Robert's Rules of Order, Revised (current edition), and the laws of the State of Georgia and the United States.

Each state shall have its own State Caucus, which term is defined to mean the members present at the annual meeting from each of the states listed at Section 1, Article VII hereof.

Section 3. Should a member of the Board of Directors cease to be a member in good standing of the Corporation said member shall cease to be a Director. By a vote of two-thirds of the Directors present and voting, a quorum being present, any Director may be removed for just cause, provided that at least fifteen days written notice shall be first given to each Director stating the time and place of the meeting and stating the case for which it is intended the member be removed, and affording the member the opportunity to be heard either orally or in writing not less than five days before the effective date of the expulsion, and to be present and to be represented, if he or she so chooses, by any person at said meeting. The hearing of the matter shall be conducted as a formal proceeding, with both sides having a full opportunity to question witnesses and present their views. Any continuance requested by either side may be granted at the discretion of the Board. Removal of a Director shall not deprive the member of membership in SERA. No act of the Corporation, its officers or Directors shall be invalidated by reason of a vacancy in the Board.

Section 4. A Director may be removed without cause by the applicable vote of the members in the State that elected the Director. Said vote shall be carried out if called for by petition of 10% of the voting members in that State, following the methods of voting pursuant to these By-Laws, either by mail or by meeting.

Section 5. Should a State Directorship become vacant, the position shall be filled by taking those original candidates for the respective elections and installing the member who had the highest number of votes immediately following the elected candidates. Should there not be sufficient candidates to fill the vacancy in the above manner, the President shall nominate a replacement, who upon approval of the Board shall fill the office for the remainder of the unexpired term. Approval of the Board may be obtained by mail ballot or by email.

Section 6. Meetings of the Board of Directors shall be conducted at the annual meeting of the Corporation, and such other times and places as the Board or the President shall designate. A majority of the Board shall constitute a quorum at any meeting of the Board of Directors.

Section 7. Special meetings of the Board of Directors may be called at any time by the President or by three Directors, provided that the call for such meeting be sent to each Director at least 20 days before the meeting, stating the purpose, time and place of the meeting.

Section 8. The Board of Directors shall have power to conduct, manage, and control the affairs and the business of the Corporation, and to establish rules and policies not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of the State of Georgia and the United States, for the guidance of the officers and for the management of the affairs of the Corporation.

The Board of Directors shall have the power to incur indebtedness, the terms and amounts of which shall be entered in the minutes of the Board, and a note or obligation, if any, given for such indebtedness, bearing the official signature of the President and Treasurer of the Corporation, shall be binding on said Corporation. Approval of bills and their payment shall be done in such manner as the Board may direct.

Section 9. The Board of Directors may meet by telephone conference call or by email, provided that each Director be offered the opportunity to participate in the call or via email without cost, and that a quorum participate in the call or email discussion.

Section 10. The Board of Directors shall have the power to appoint, at its pleasure, all agents and employees of the Corporation and shall prescribe their duties and fix their compensation, if any.

Section 11. The immediate past President of SERA, if not a member of the Board of Directors, shall be an ex-officio member of the Board for a period of one year.

ARTICLE VIII. OFFICERS

Section 1. The elected officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The President and Vice-President shall be elected in January of even-numbered years from the membership of the Board, by the general membership at the regular meeting held at the time of the Corporation's annual meeting. The Secretary and the Treasurer shall be elected in January of even-numbered years from either the membership of the Board or the membership of SERA, by the general membership at the regular meeting held at the time of the Corporation's annual meeting

Each elective officer shall take office at the annual meeting and shall serve for a term of one year or until his or her successor is duly elected and qualified. One person may not hold more than one of these offices at one time.

Section 2. The President shall be the principal executive officer of the Corporation, shall preside at meetings of the membership and the Board of Directors, and shall be a member ex-officio, with right to vote, of all committees. In the absence of the President and Vice-President, the members of the Board of Directors may elect a presiding officer for such meetings from the membership of the Board.

The President shall also, at the annual meeting of the Corporation, and at such other times as he or she shall deem proper, communicate to the Corporation or the Board of directors such matters and make such suggestions as may, in the president's opinion, tend to promote the welfare and increase the usefulness of the Corporation, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

The President shall call special meetings of the membership when requested in writing by a majority of Directors or by petition of at least 10% of the voting members of the Corporation, designating in said call the time, place, and purpose of the meeting.

The President is the official spokesman for the Corporation and is directly responsible to carry out the policies and directions of the Board of Directors. The President may make no policy changes or exceptions without prior Board of approval.

Section 3. The Vice-President shall perform the duties of the President in the event of his or her temporary disability or absence from meetings and shall have such other duties as the President or Board of Directors may assign.

Section 4. The Secretary-Treasurer shall keep a full and complete record of the proceedings of the annual Board of directors meeting and any other meeting of the Board, including the names of all Directors present. The Secretary-Treasurer shall keep an account of all monies received and expended for the use of the Corporation. The Secretary-Treasurer shall make a report at the annual meeting and when called upon by the President.

ARTICLE IX. COMMITTEES

Section 1. Committees may be created, staffed and charged as deemed necessary by the Board of Directors.

ARTICLE X. MEETINGS

Section 1. There shall be an annual meeting of the general membership of the Corporation at a place designated by the Board of Directors, the second weekend in March or at such other time as may be designated by the Board of Directors.

Section 2. Special meetings of the general membership may be called by the Board of Directors at a time and place designated by the Board, or by petition of at least 10% of the membership, for any lawful purpose, provided at least 20 days written notice is sent to each member of SERA.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Robert's Rules of Order Revised (current edition) shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, the laws of Georgia and the United States, and any special rules of order the Corporation shall adopt.

ARTICLE XII. AMENDMENTS

Section 1. Amendments to these Bylaws shall be (i) placed before the full Membership of the Corporation for a vote upon petition for such amendment by at least 10% of the voting membership; (ii) placed before the membership of the Corporation present at the annual meeting for a vote upon petition for such amendment by a majority of the voting membership present at the annual meeting; or (iii) or upon approval by two-thirds of the Board of Directors.

Section 2. The President shall distribute the proposed amendment to each voting member at the Annual Meeting; or by first class mail, along with a return ballot and notice of the closing date for the ballots to be returned, such date being at least 30 days and no more than 60 days from the date the proposed amendment is mailed out.

Section 3. The amendment shall take effect only if approved by (i) 10% of the voting membership, (ii) a majority of the voting membership present at the annual meeting; or (iii) upon approval by two-thirds of the Board of Directors. The Secretary shall validate and count the votes, and certify whether the amendment passes or fails.

Section 4. All petitions and ballots shall be kept on file by the President for a period of at least two years, open for inspection by any member of SERA.