

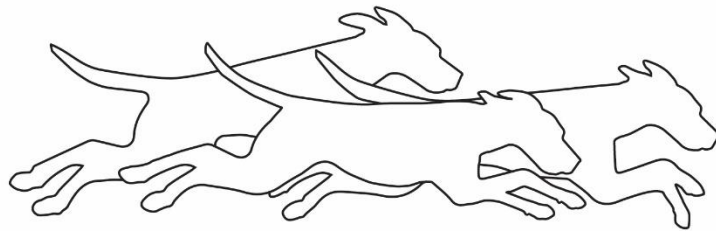
**Board Recommended Amendments to By-Laws – Masters of Foxhounds Association (to be adopted by a majority vote of the Master Members in attendance at the Annual Meeting)**

<b>Section</b>	<b>Change</b>	<b>Rationale</b>
Throughout	Revisions to eliminate gendered language	Grammatical
Throughout	Corporation to MFHA	Clarity. Because the organization has 3 corporate entities, it will be easier to “see” which organization these by-laws are for.
Throughout	Changes references to members to Master Members	Clarity regarding voting members and their duties and rights
Article IV, Section 1	Provides that each hunt district shall have a District Director who is a Master Member and outlines the Director’s duties	Clarifying
Article V, Section 1. a.	Makes explicit that MFHA has one class of members with voting rights – the Master Members	Corporate law and MFHA articles require that the classes of members and the rights of voting members be set forth in the by-laws
Article V, Section 1.b.	Allows the Board of Directors to create other classes of non-voting members and supporters	Gives the Board of Directors the flexibility to establish or disestablish non-voting groups of “members” or supporters (e.g., The Pack) by passing a resolution that includes the name of the group, what rights they would have (NO VOTE),
Article V, Section 2	Makes clear that only Masters of Foxhounds of Registered and Recognized Hunts are eligible to be Master Members. Also makes clear that only Master Members in good standing (fully paid dues) can attend MFHA meetings and vote. Finally, allows Master Members who become ex-Masters during their term as a director or officer to complete their	Includes present Masters, ex-Masters who have served a minimum of 2 consecutive seasons and Masters who retire after 2 consecutive seasons. Consistent with current practice.

	term.	
Article V, Section 3	Clarifies criteria for candidacy for Master Membership.	Must be recommended by a current Master Member who is not an officer or director of the MFHA
Article V, Section 3	Eliminates all references to Subscribing Members	If the Board wishes to create a class of subscribing members/supporters, it can do so by resolution under Article V. Section 1. b.
Article V, Section 4	Election as a Master Member is by recorded vote of 2/3rds of the Board members present at a meeting at which a quorum is present.	Eliminates provision for a secret ballot.
Article V. Section 4.	Eliminates all references to Subscribing Members	If the Board wishes to create a class of subscribing members/supporters, it can do so by resolution under Article V. Section 1. b.
Article V. Section 5	Makes clear that a Master Member who has not paid their dues is not eligible to vote	Only Master Members in good standing should be allowed to participate in MFHA governance.
Article V. Section 7	Eliminates references to Life Members which was primarily a dues category; doesn't affect the status of anyone previously granted life membership	If the Board wishes to create a class of life members/supporters, it can do so by resolution under Article V. Section 1. b.
Article VI. Section 4	Requires the publication of a list of Master Members in good standing 30 days prior to the date of the Annual Meeting	This is a requirement of VA law which also requires that the list be made available to any Master Member in good standing before the meeting.
Article VI. Section 5	Allows proxies to be submitted to the ED electronically.	Currently the bylaws require proxies to be submitted in person or by mail.
Article VII, Section 2	Allows hunting in any territory not assigned unless the territory unreasonably interferes with another Member Hunt or is deemed inappropriate by the Board.	Allows flexibility while protecting against conflicting hunts.
Article VII, Section 3. d.	Eliminates language that specified particular	Gives the Board flexibility in selecting and imposing a

	sanctions to be imposed when accusations of violations have been found to be true.	sanction, after a hearing, for violations of MFHA rules and regulations.
Article VIII, Section 2	Specifies that there shall be not less than 15 nor more than 30 members of the Board of Directors	Increases the ability of the Board to grow as needed. The Board can set the number by resolution.
Article VIII, Section 5	Clarifies that any number of individuals can be nominated to serve at large on the board and that they may be Past Presidents.	At large directors are nominated to be elected by the Master Members
Article XV	This is a new article that provides for the indemnification and reimbursement of reasonable expenses for losses incurred by Master Members, officers and directors who act in good faith while carrying out their responsibilities on behalf of MFHA.	Indemnification is routinely offered by non-profits to encourage people to volunteer their time and talent. In addition to this indemnity, Virginia law, Section § 8.01-220.1:1, provides immunity from civil liability for members, directors and officers of non-profit organizations. Many organizations purchase insurance to cover this indemnity

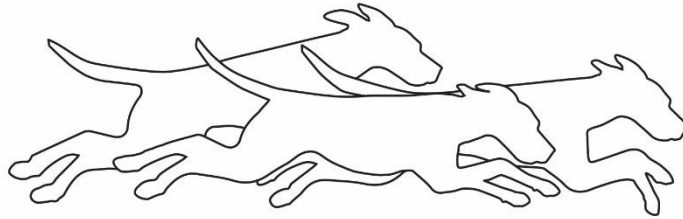
# BY-LAWS



MASTERS OF FOXHOUNDS ASSOCIATION  
OF NORTH AMERICA

# 2024

*Proposed for adoption by the voting Members of the MFHA at the annual meeting on January 24, 2024 as Recommended by a Unanimous Vote of the Board of Directors at its Meeting on October 27, 2023.*



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MASTERS OF FOXHOUNDS ASSOCIATION  
OF NORTH AMERICA

*Established 1907*

*Incorporated 1926*

MASTERS OF FOXHOUNDS ASSOCIATION  
OF NORTH AMERICA

P.O. BOX 207  
MIDDLEBURG, VA 20118

**BY-LAWS OF  
MASTERS OF FOXHOUNDS ASSOCIATION  
OF NORTH AMERICA**

**Article I**

**NAME**

The name of this Corporation shall be Masters of Foxhounds Association of North America (MFHA).

**Article II**

**PURPOSES**

Section 1. Organized Sport. It is the purpose of MFHA to serve as the governing body of mounted hunting with hounds in the United States and Canada, to encourage and foster the sport thereof within the United States and Canada, to establish and enforce guidelines for the sport of foxhunting and to engage in all other related activities permitted under the law. (As the term is used herein, "fox", either by itself or in association with "hunt" or "hunting" shall also include "coyote" or "the other acceptable and recognized quarry").

Section 2. Recognition of Hunts and Territories. In keeping with its purposes, MFHA is empowered to recognize and register foxhunts in the United States and Canada ("Member Hunts") in accordance with criteria, established by the Board of Directors, from time to time and to assign to each Member Hunt a defined geographical territory ("territory" or "hunt country") within which it may foxhunt and maintain its kennels.

Section 3. Additional Activities. In furtherance of its purposes, MFHA shall maintain a studbook for the registration of foxhounds, encourage and improve the breeding, kenneling and hunting of foxhounds, aid in the resolution of disputes between and among Member Hunts and provide guidelines for the conduct of the sport of foxhunting. MFHA may undertake, sponsor or assist in the organization and conduct of performance trials, shows and exhibitions for foxhounds, either alone or with Member Hunts or other entities, and engage in other activities all subject to such rules, criteria and requirements as the Board of Directors shall from time to time promulgate.

Section 4. Education. It is also the purpose of MFHA to educate its members to promote the common good and welfare of the people who engage in or are affiliated with foxhunting, promote the health and welfare of foxhounds utilized in the sport, promote the common interests of the landowners whose land over which foxhunting is conducted, promote the conservation and preservation of hunt country and foster respect for and the fair chase of the quarry.

## Article III

### OFFICES AND GOVERNING LAW

Section 1. Principal Office. MFHA may have such offices as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Registered Office and Agent. MFHA shall maintain a registered office and registered agent in the Commonwealth of Virginia. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time pursuant to the provisions of the Virginia Nonstock Corporation Act ("VNCA").

Section 3. Governance. MFHA shall govern itself in accordance with the laws of the Commonwealth of Virginia, its Articles of Incorporation, these By-Laws, any rules and regulations promulgated by the Board of Directors, and the Internal Revenue Code of 1986, as amended ("Code").

## Article IV

### DISTRICTS AND MEMBER HUNTS

Section 1. Districts. The Board of Directors shall divide the United States and Canada (or such portions thereof in which Member Hunts are established) into geographical districts ("District") for each of which there shall be a District Director who is a Master Member. The Districts shall be established according to criteria adopted from time to time by the Board of Directors in order to facilitate the accomplishment of the purposes of MFHA. The Board of Directors may adjust the boundaries of a District from time-to-to time or terminate a District in the event of changes in locations of Member Hunts. The District Director shall report upon the status of the Member Hunts in each applicable District.

Section 2. Registered or Recognized Hunts. Organized foxhunts in the United States and Canada may be Registered or Recognized by the Board of Directors of MFHA. Minimum standards and requirements for Registration and Recognition of Member Hunts will be established by the Board of Directors, which standards may be amended from time to time. The status of all Member Hunts shall be reviewed annually by the Board of Directors.

Section 3. Application. Application for Registration as a Member Hunt with MFHA shall be accompanied by a request to the Board of Directors to provisionally record a geographically defined hunt country for use by the applicant.

Section 4. Qualification. In the absence of special circumstances, a minimum of one year must elapse from the date when a Member Hunt is granted the status of Registration to the date when it becomes eligible to apply for the status of Recognition.

Section 5. Recording of Hunt Country. The Board of Directors shall review and record the hunt country which is approved for each Member Hunt. The Board of Directors

shall also review and record any approved lease or loan of any recorded hunt country by a Member Hunt to another fox hunt.

Section 6. Termination. A Registered or Recognized Hunt may be put on probation or have such membership suspended or expelled pursuant to the procedure set forth in Article VII.

## Article V

### MEMBERSHIP AND DUES

#### Section 1. Classes of Members

(a) There shall be one class of members with voting rights, the Master Members, as set forth in Section 2 of this Article.

(b) The Board of Directors may create other classes of members or supporters without voting rights as needed or desired to carry out the purposes of the organization. Any such class of members or supporters shall be established by a resolution of the board adopted by a majority of the directors in office that includes the name of the class, the rights, obligations or benefits accorded to such class, whether members of the class can attend meetings of the MFHA, and specification that the class has no voting rights.

Section 2. Master Members. Masters of Foxhounds of Registered and Recognized Hunts are eligible to be Master Members of : MFHA as follows

(a) Present Masters.

(b) Ex-Masters who have served a minimum of two consecutive seasons as Masters.

(c) A Member who has been Master of an active Registered or Recognized hunt for two or more seasons may continue their Master Membership upon retiring as Master. If retirement shall occur after less than two consecutive seasons, Master Membership shall automatically cease.

Each Master Member in good standing shall be entitled to attend all meetings of the Membership, shall have the right to vote on all matters brought before the Membership of MFHA and shall be eligible to hold office and be a Director of MFHA.

Masters who become ex-Masters during their term as a Director or Officer may complete their term.

Section 3. Candidacy. A candidate for Master Membership must be recommended by a current Master of Foxhounds of the respective Registered or Recognized hunt who is also a Master Member of MFHA but who is not a person currently serving as an officer or at large director of MFHA. . A candidate must be recommended by the District Director in which the hunt is located. Each recommendation for Master Membership in MFHA must include a letter of recommendation giving the name, place of residence, profession or



occupation, telephone numbers, email address, mailing address and a statement of qualifications of the candidate.

Section 4. Election. Election to Master Membership shall be by a recorded vote of the Board of Directors. The affirmative vote of two-thirds (2/3) of the Board of Directors present at a meeting at which a quorum is present is required for election to Master Membership. The Board of Directors may, by the affirmative vote of two-thirds (2/3) of the Board of Directors present at a meeting at which a quorum is present, waive any requirement for Master Membership, or other sections of this Article, in any special case which requires exceptional treatment.

Section 5. Dues. The amounts of the initiation fees and annual dues shall be determined by the Board of Directors and shall be paid promptly upon receipt of the bill. Notice of annual dues shall be mailed or emailed to each Master Member and anyone who shall not pay his or her dues within 60 (sixty) days thereafter or by the record date for the Annual Meeting shall not be eligible to vote at the Annual Meeting and may be suspended or terminated from Master Membership as the case may be, at the discretion of the Board of Directors or in accordance with procedures established by the Board of Directors.

Section 6. Resignation or Termination.

(a) Resignation of a Master Member shall be made in writing. Unless a resignation is received by MFHA in writing before the first day of May, the Master Member resigning shall be liable for the payment of dues for the current year. Such resignation shall not be accepted until all indebtedness to MFHA shall have been discharged.

(b) A Master Member may be put on probation or have such membership suspended or revoked pursuant to the procedure set forth in Article VII.

## Article VI MEETINGS OF THE MASTER MEMBERSHIP

Section 1. Annual Meeting. The annual meeting of the Master Membership (the "Annual Meeting") shall be held at such time and place within the United States or Canada as the Board of Directors shall determine.

Section 2. Special Meetings. Special meetings of the Master Membership shall be called by the Executive Director (a) at the written direction of the President, or (b) upon the written request of a majority of the Board of Directors, or (c) upon written application of one hundred (100) or more Master Members.

Section 3. Notice. Except when notice is waived, as provided in Article XII, notice of any meeting of Master Members shall be given by the Executive Director to all Master Members in one of the methods described in Article XII at least fifteen (15) days prior to the date of the meeting, either personally or addressed to such Master Members at their respective addresses/telephone numbers or email addresses, as recorded on the books of MFHA. Such notice shall state the place, day and hour of the meeting, and the purposes for

which it is called. In the absence or disability of the Executive Director, notices shall be sent by such Officer as may be designated by the President or the Board of Directors.

Section 4. Members List for Meeting. The record date for the members list for notice and voting shall be fixed thirty (30) days prior to the date set for the Annual Meeting. All Master Members in good standing as of the record date shall receive notice of the Annual Meeting as provided in Section 3 of this Article and shall be eligible to vote. As required by the VCNA, the list of Master Members to receive notice or vote shall be open to inspection by any Master Member in good standing or their agent.

Section 4. Quorum. Twenty-five (25) Master Members shall constitute a quorum at any meeting of the Master Members of MFHA. Less than a quorum may, however, vote to adjourn.

Section 5. Voting and Proxies. Except as otherwise provided by law or the Articles of Incorporation, at all meetings of Master Members, each Master Member shall have one (1) vote. The vote of a majority of Master Members present in person or represented by proxy, at any meeting is required for action at such meeting. Any Master Member may vote in person or by proxy filed with the Executive Director electronically. Every proxy shall be in writing, dated and signed by the Master Member or his or her duly authorized attorney-in-fact.

**Section 6. Electronic Meetings.** The Board of Directors may, pursuant to the VNCA, permit any or all Master Members to participate remotely in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Master Members participating in the meeting have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Master Members, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. A Master Member participating in a meeting by such means shall be deemed present and may vote.

## Article VII

### **DUTIES OF MASTER MEMBERS AND MEMBER HUNTS**

Section 1. Duties. It shall be the duty of every Master Member and Member Hunt to observe and obey these By-Laws and any rules and regulations promulgated by the Board of Directors from time to time which are consistent with the purposes of MFHA, to observe and comply with all guidelines and rules for the conduct of the sport of foxhunting and to engage in no activity which will tend to materially and adversely affect the sport of foxhunting or its reputation, and to avoid conduct unbecoming a Master of Foxhounds, a foxhunt or a foxhunter.

Section 2. Territory. No Master Member shall conduct foxhunting in any hunt country which has been recorded or assigned to another Member Hunt by the Board of Directors except through a lease, loan or special permission by such other Member Hunt. No Member Hunt shall lease or loan any hunt country to another foxhunt unless such lease or loan has been approved by the Board of Directors and signed by all parties. A Member Hunt may conduct foxhunting in any territory which has not been assigned, recorded or provisionally

recorded by the Board of Directors to another Member Hunt unless such territory is found to unreasonably interfere with another Member Hunt or is deemed as inappropriate at the reasonable discretion of the Board.

### Section 3. Violations.

(a) Any Master Member or Member Hunt or Member accused of violating these By-Laws, the rules and regulations promulgated by the Board of Directors, the guidelines for the conduct of the sport of foxhunting, or engaging in conduct which materially and adversely affects the sport of foxhunting or its reputation, or acting in a fashion detrimental or contrary to the best interests of organized foxhunting or of conduct unbecoming a Master of Foxhounds, Member Hunt or fox hunter shall be notified of such accusation in writing by the President, or by the Executive Director at the direction of the President, after consultation with the other Officers of the Corporation.

(b) Thereafter, such Member Hunt or Master Member shall be afforded the reasonable opportunity to respond in writing to the accusation(s) and to produce evidence and argument supporting such response and to have a hearing before the Board of Directors or a committee of the Board of Directors as shall be appointed by the President.

(c) In recognition of the purposes of MFHA, the procedures governing the accusation and response shall be as informal or formal as shall be determined by the Board of Directors or such appointed committee to be reasonably required under the circumstances, taking into account the nature and seriousness of the accusation and the potential penalty if the accusation is found to be true.

(d) If, after affording the accused an opportunity to respond and to have such reasonable hearing, the Board of Directors or such appointed committee shall find the accusation to be true, the Board of Directors may de-recognize, de-register, expel, suspend, fine or censure the Member Hunt or Master Member, or impose any combination of the foregoing subject to such terms as the Board of Directors or such committee deems appropriate.

(e) If such Master Member or Member Hunt is considered for reinstatement, any fine imposed shall first be paid and such Master Member or Member Hunt seeking reinstatement shall demonstrate full compliance with any and all conditions of the suspension or probation.

### Section 4. Disputes.

(a) Any dispute between or among Master Members or Member Hunts should be referred to the District Director and/or the Executive Director by any party thereto.

(b) Thereafter, each party to the dispute, shall be afforded the opportunity to submit such written statement and other evidence to, and to have a hearing before the Board of Directors or a committee of the Board of Directors as shall be appointed by the President.

(c) In recognition of the purposes of MFHA the procedure governing the resolution of such dispute shall be so informal or formal as shall be determined by the Board of Directors to be reasonably required under the circumstances.

(d) The Board of Directors or such committee shall render a decision to resolve such dispute as soon as reasonably possible after affording each party the opportunity to be heard.

(e) Failure to observe and comply with such decision or resolution by any Master Member or Member Hunt shall empower the Board of Directors to sanction such Master Member or Member Hunt in the manner set forth in Section 3(d) of this Article.

### **Article VIII**

#### **BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have general management and control over the property, business and affairs of MFHA except as such may be reserved to Master Members. The Board of Directors shall have the authority to appoint the directors for those separate entities that have authorized MFHA to select the members of their board of directors, which, at the time these By-Laws were adopted, are MHFA Foundation and Hunt Staff Benefit and Development Foundation ("HSBF").

Section 2. Number and Composition. The Board of Directors shall consist of not less than fifteen (15) nor more than thirty (30) Master Members. The Board of Directors shall be comprised of the following individuals:

(a) All of the Officers, except the Executive Director of MFHA, who shall serve for the duration of their term in the office to which they were elected;

(b) District Directors (as described in Section 4 of this Article); and

(c) Directors at Large (as described in Section 5 of this Article).

Section 3. Nominations. There shall be a nominating committee consisting of the current President and the three former presidents who most recently held that office, which shall, prior to the announcement of the Annual Meeting, nominate for election by the Master Members candidates for the Officers (except the Executive Director who is a nonvoting officer of MFHA), the District Directors and the Directors at Large to be elected at the Annual Meeting.

Section 4. District Directors.

(a) There shall be a District Director of each District elected by the Membership at the Annual Meeting. Each District Director must be a member of a Hunt within the District they represents.

(b) The District Director shall serve for a term of three years. No Master Member shall be elected as a District Director for more than two consecutive terms of three years each,

excluding partial terms. A Master Member who has served two consecutive terms of three years as a District Director shall be ineligible for the office of District Director for three years thereafter.

(c) A vacancy in the District Director position of any District may be filled by the Board of Directors for that portion of the unexpired term until the next Annual Meeting. The remaining portion of any vacancy shall be filled by election by the Membership at the next Annual Meeting.

(d) It shall be the general duty of each District Director to remain current on the matters within the District that relate to the purposes and policies of MFHA, to report contemporaneously on such matters to the President, the Executive Director and other appropriate Officers of MFHA and periodically to report on such matters at meetings of the Board of Directors. It shall also be the duty of each District Director to act as the liaison between the Board of Directors and the Member Hunts in the District, among Member Hunts, Master Members, other organizations and the public.

Section 5. Directors at Large.

(a) The Members may elect at the Annual Meeting any number of individuals nominated to serve as Directors at Large without regard to District. Each Director at Large shall be a Master Member and may be a past president of MFHA.

(b) The Directors at Large shall hold office for one three-year term. A Director at Large may serve any number of consecutive terms.

(c) A vacancy in a Director at Large position may be filled by the Board of Directors for that portion of the unexpired term until the next Annual Meeting. The remaining portion of any vacancy shall be filled by election by the Membership at the next Annual Meeting.

Section 6. Staggered Terms. The terms in office of the District Directors and Directors at Large shall be staggered in such a way that the three year term of approximately one-third of the District Directors and Directors at Large shall expire at each Annual Meeting.

Section 7. Resignation. Directors may resign at any time by written notice delivered to the Board of Directors, the president or the secretary. A notice shall be effective when delivered unless the notice specifies a later effective date.

Section 8. Removal. The Members may remove one or more directors with or without cause. A director may be removed by a majority vote only at a meeting of the Master Members called for the purpose of removing them. The meeting notice shall state that the purpose or one of the purposes of the meeting is the removal of the director.

Section 9. Compensation. Directors shall not receive compensation for serving as directors, but with Board of Directors approval, may receive reasonable compensation for other personal services rendered that are necessary to carrying out the exempt purposes of MFHA. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the

Board of Directors. Compensation and reimbursement decisions shall be made in compliance with MFHA's conflict of interest policy.

Section 10. Reimbursement by Directors. Any payments made to a director, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such director to MFHA to the full extent of such disallowance. In lieu of payment by the director from whom reimbursement is sought, subject to a determination made by the remainder of the directors, amounts may be withheld from his or her future reimbursement payments, if any, until the amount owed to MFHA has been recovered.

Section 11. Committees. The Board of Directors by resolution may create committees having such powers as are then permitted by the VNCA and as are specified in the resolution.

(a) The Board of Directors may, from time to time, create an executive committee of the Board of Directors.

(b) In addition, to the Executive Committee, the Board of Directors upon the recommendation of the President, may establish by resolution of the Board such standing and ad hoc committees of the Board of Directors as it deems necessary and may delegate to any such committee which consists solely of directors any of the authority of the Board of Directors, except with respect to matters not authorized by the VNCA.

(c) Any such committee to which authority of the Board of Directors is delegated shall consist of at least three (3) Directors. Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided, however, that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it.

(d) Each committee shall act by not less than a majority of the whole authorized number of its members. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors and shall make such reports to the Board of Directors of its activities as the Board of Directors may request. A committee may invite non-members to participate in its meetings to provide such information or advice as the committee deems helpful to its work. A committee may permit any or all of its members to participate remotely in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all committee members participating in the meeting have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the committee, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. A committee member participating in a meeting by such means shall be deemed present and may vote.

## Article IX

### MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held each year prior to the Annual Meeting of the Membership. The directors shall transact such business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called by the Board of Directors and held in lieu thereof, at which the same proceedings may be conducted.

Section 2. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board of Directors, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held upon the call of the President, or upon the call by the Executive Director at the President's or Secretary's request, or upon the call by the Secretary at the written request of a majority of the directors, at such times and at such places within the United States or Canada as may be designated.

Section 4. Notice. Except when notice is waived, as provided in Article XII, or as provided in Section 2 of this Article, notice of any special meeting of the Board of Directors shall be given by the Executive Director to each director in one of the methods described in Article XIII at least fifteen (15) days prior to the date of the meeting, either electronically, personally or addressed to the directors at their respective addresses/telephone numbers, as recorded on the books of MFHA. In the absence or disability of the Executive Director and/or the Executive Director, notices shall be sent by such Officer as may be designated by the President or the Board of Directors.

Section 5. Chair. At all meetings of the Board of Directors, the President, or in the President's absence, the first Vice President shall preside.

Section 6. Quorum. A majority of the number of Directors prescribed in a resolution of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Voting and No Proxies. At any meeting of the Board of Directors, each director shall have one vote, except the President and the Executive Director. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the event of a tie vote on any issue, the President may cast a vote to decide the issue. No proxies shall be allowed.

Section 8. Action by Written Consent of Directors. Any action that may be taken at a meeting may be taken without a meeting if a consent electronically or in writing setting forth the action so taken shall be signed by all of the voting directors. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors taken at a meeting.

Section 9. Presumption of Assent. A director who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be

entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such signed dissent electronically or by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 10. Electronic Meetings.** The Board of Directors may pursuant to the VCNA permit any or all Directors to participate remotely in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Directors, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. A Director participating in a meeting by such means shall be deemed present and may vote.

## **Article X**

### **OFFICERS**

**Section 1. Positions and Qualifications.** The Officers of MFHA shall be a President, a First Vice President, a Second Vice President, a Secretary-Treasurer, or a Secretary and a Treasurer, and an Executive Director. Each Officer, except the Executive Director, must be an active Master of a Member Hunt at the time of the Annual Meeting at which he or she is elected. All officers shall be members of the Board of Directors, and the same person, other than the President, may occupy more than one office or may serve both as a District or At-Large Director and an Officer.

**Section 2. Election and Term of Office.** Except for the Executive Director, who shall serve at the pleasure of the Board of Directors, the Officers shall be elected from among the Members by the Membership at the Annual Meeting and shall hold office for one year or thereafter until their successors are elected. No person shall hold the office of President, First Vice President or Second Vice President for more than four (4) successive years. No person shall hold the office of Secretary-Treasurer or Secretary or Treasurer for more than five (5) successive years.

**Section 3. Resignation and Removal.** Any Officer may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date. Any Officer, except the Executive Director who serves at the pleasure of the Board of Directors, may be removed by the Master Members as set forth in Article VIII, Section 8.

**Section 4. Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term of office.

**Section 5. President.** The President, in conjunction with the Board of Directors as shall be appropriate under the circumstances, shall oversee management of the affairs of MFHA. The President shall preside as Chair at all meetings of the Master Members and of the Board of Directors at which he or she may be present, shall recommend what standing and ad hoc committees of the Board of Directors and MFHA should be established by resolution



of the Board and shall appoint the chairperson and members thereof subject to ratification by the Board of Directors, and shall sign such documents and perform such other duties as the Board of Directors may prescribe or as may be imposed upon him or her by law.

Section 6. Vice Presidents. The Vice Presidents, or either of them, shall have the power and perform the duties of the President in the event of his or her absence or disability and shall perform such other duties as may be required of them by the Board of Directors.

Section 7. Secretary. The Secretary shall (a) attend and keep minutes of all meetings of the Master Members and Board of Directors in one or more books provided for that purpose; (b) be the custodian of the corporate records; (c) perform such other duties as may be prescribed by these By-Laws and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of MFHA, and for moneys due and payable to MFHA from any source whatsoever, including the deposit of such moneys in the name of MFHA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors or as may be imposed by law. The Treasurer shall make written reports to the Board of Directors whenever requested to do so by the President or three directors.

Section 9. Executive Director. The Executive Director shall be appointed by the Board of Directors and serve as an officer of the MFHA subject to such terms and conditions as the Board of Directors may impose. The Executive Director shall be sworn to the faithful performance of the duties of the Executive Director, shall attend all meetings of the Master Members, and keep detailed record of votes and business transacted which shall be open to inspection by any Master Member or the Board of Directors, as applicable. The Executive Director shall give notice of meetings as required by these By-Laws and perform such other duties as the Board of Directors may prescribe or as may be imposed by law.

## Article XI **FOXHOUND KENNEL STUD BOOK**

The Executive Director shall serve as Keeper of the Foxhound Kennel Stud Book and shall annually send to each Master Member who is an active Master of a Member Hunt reports to be filled out recording the breeding of all hounds entered that year. The Executive Director shall from time to time, as duly authorized by the Board of Directors, publish a Foxhound Kennel Stud Book open to American, Crossbred, English and Penn-Marydel foxhounds.

## Article XII

### NOTICE AND WAIVER OF NOTICE

Section 1. Methods of Giving Notice. Notice of any annual or special meetings of Master Members or directors, and any other notice required to be given under these By-Laws or the VNCA may be communicated in person, by telephone, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the U.S. mail, if mailed post-paid and correctly addressed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) on the date verified as being sent by wire or wireless communication, such as e-mail or facsimile.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the VNCA or under the provisions of the Articles of Incorporation or By-Laws of MFHA, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Master Member or director at a meeting shall constitute a waiver of notice of such meeting, except where a Master Member or director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## Article XIII

### AGENTS AND ADVISORY COMMITTEES

Section 1. Agents. The Board of Directors may, in its discretion, appoint such officers or agents and committees (other than those herein provided for) as it may deem advisable and may remove them at its pleasure.

Section 2. Advisory Committees. The Board of Directors and/or the President may create one or more advisory committees. Each such committee may consist of any number of persons who are not directors and who the President, as ratified by the Board of Directors, deems appropriate to serve on such committee. The members of any such committee shall serve at the pleasure of the Board of Directors and/or the President. Such advisory committees shall advise with and aid the officers and directors of MFHA in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

## Article XIV

### CONFLICT OF INTEREST

The Board shall adopt a policy regarding transactions between MFHA and interested persons, including but not limited to the sale, lease or exchange of property to or from interested persons and MFHA, the lending or borrowing of monies to or from interested persons by MFHA or the payment of compensation by MFHA for services provided by interested persons.

## Article XV

### INDEMNIFICATION

To the fullest extent permitted under the applicable law, any Director, Officer or Master Member (hereafter "Covered Person") shall be entitled to indemnification and reimbursement of reasonable expenses from MFHA for and against any loss, damage, claim or expense (including reasonable attorneys' fees) whatsoever incurred by the Covered Person relating to or arising out of any act or omission or alleged acts or omissions performed or omitted by any Covered Person on behalf of MFHA; provided, however, that (i) any indemnity under this Article XV shall be provided out of and to the extent of MFHA's assets only and (ii) no indemnification may be made to a Covered Person if a final, non-appealable order of a court of competent jurisdiction or other final adjudication determines (A) such Covered Person's acts were committed in bad faith or the result of willful or deliberate dishonesty or (B) such Covered Person personally gained a financial profit or other advantage to which such Covered Person was not legally entitled.

## Article XVI

### FISCAL YEAR

The fiscal year of MFHA shall begin on the first day of January and shall terminate on the thirty-first day of December in each year.

## Article XVII

### SEAL

The seal of MFHA shall be circular in form and bear the following words and date: "Masters of Foxhounds Association of North America, Inc. - 1926."

## Article XVIII

### CORPORATE ACTS AND FUNDS

Section 1. Corporate Acts. The President, the Executive Director, the Secretary, and the Treasurer shall have authority to sign, execute and acknowledge on behalf of MFHA, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of MFHA's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by the VNCA or directed by the Board of Directors, the President may authorize in writing any officer or agent to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors; provided, however, that an attestation is not required to enable a document to be an act of MFHA.

Section 2. Seal. Affixing a seal shall not be required to evidence corporation action.

Section 3. Loans. No moneys shall be borrowed on behalf of MFHA and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The President or a Vice President shall countersign promissory notes of MFHA, and all notes shall be signed by the Treasurer as authorized by the Board of Directors.

Section 4. Deposits. All funds of MFHA, not otherwise employed, shall be deposited from time to time to the credit of MFHA in such banks, investment firms or other depositories as the Board of Directors may select.

#### Article XVIV

#### **AMENDMENTS**

Section 1. These By-Laws may be amended, added to or rescinded at any meeting of the Master Members by affirmative vote of a majority of the Master Members in attendance provided that in the call for the meeting notice of the proposed amendment, addition or revision is given with a reasonable summary thereof.

Section 2. Subject to the right of the Master Members as provided in the foregoing Section 1 of this Article XVIV to amend, add to or rescind these By-Laws, the Board of Directors may, by a two-thirds (2/3) majority vote of the directors, amend, add to or rescind these By-Laws; provided, however, that the following amendments to the By-Laws cannot be made by the directors, but only upon approval of the Master Members: amendments which by the laws of the Commonwealth of Virginia are required to be approved by the Master Members; amendments specifying a different number of authorized directors; amendments repealing, restricting, creating or expanding proxy rights; amendments increasing the length of terms of Officers or directors or the number of consecutive terms an Officer or director can serve; amendments materially and adversely affecting the voting rights of the Master Members; amendments that would affect a material reclassification or cancellation of all or part of the membership; amendments authorizing a new class of membership or materially changing the terms and conditions of membership; or any amendment to this Article XVIV.

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Certified a true and correct copy of the foregoing By-Laws adopted on the \_\_\_ day of January 2024, by a majority vote of the Members of Masters of Foxhounds Association of North America in attendance at a meeting for which notice was given as required by Article XVIII, Section 1 of the current Bylaws.

By:

Andrew Barclay

Andrew Barclay, Executive Director and Chief Administrative Officer