

**BY-LAWS
OF
CHESHIRE HUNT CONSERVANCY**

**Article I
Statement of Purpose**

1.01. There is an historic relationship between the sport of foxhunting and the conservation of open space and natural habitats. In Southeastern Chester County, there exists one of the few remaining rural areas where this historic relationship continues and where open space has been preserved as a result of the efforts of those who have supported and developed Mr. Stewart's Cheshire Foxhounds since 1914.

The Cheshire Hunt Conservancy ("CHC), a Pennsylvania corporation, has been formed to govern and administer Mr. Stewart's Cheshire Foxhounds, a private, subscription foxhunt with its Hunt country located in Chester County, Pennsylvania. The Conservancy's purpose is to maintain a membership with hunting privileges, to provide the financial resources required to fund hunting activities, to choose and support Hunt leadership capable of conducting its sport, to promote conservation with the objective of maintaining a Hunt country with sufficient natural habitat, and any other function that might be required or deemed advisable by its Board of Directors that will enable Mr. Stewart's Cheshire Foxhounds and the sport of foxhunting to thrive in its designated country.

1.02. The principal programs through which the CHC intends to pursue these goals are:

(a) Conservation Programs -- through which members of the CHC may work, in conjunction with other public organizations (such as the Brandywine Conservancy and Cheshire Hunt Conservancy Land Preservation Fund) to encourage the preservation of open space, and property ownership by those friendly to the Hunt.

(b) Educational Programs -- through which can be carried out programs which support the improved breeding and training of foxhounds, the study of the red fox in its natural (and developed) habitat, and the art of hunting with a pack.

(c) Mr. Stewart's Cheshire Foxhounds -- through which persons sufficiently skilled may participate in the sport of foxhunting consistent with standards of conduct which protect animals and land and people, and

(d) Young Rider Programs -- through which young riders are taught not only the skills of riding but also those elements of personal character and discipline necessary for the proper care and control of horses and hounds, participation in group sporting events, and respect for property.

1.03. The programs of the CHC shall be made available to as broad a segment of the public as is feasible. Accordingly, the rules and regulations regarding participation by the public in the activities of the CHC must at all times be designed to encourage participation consistent with

maintaining the standards of care and conduct required in each of the CHC's activities and the practical limitations on numbers of participants in activities that require permission to ride on private property.

Article II **Members**

2.01. Members of the CHC shall be those persons who are paid-up subscribers in good standing for regular season foxhunting. Each Member shall have one vote. Except as otherwise provided herein or required by law, voting may be by a voice vote.

2.02. The Board of Directors may divide Members into different subscriber categories and may create non-Member contribution categories for the purpose of establishing dues, assessments, or other charges to raise funds to carry out the programs of the CHC.

2.03. The privileges of any Member may be suspended or revoked by the Board of Directors if, in their discretion, the directors find good cause therefore. Good cause shall include but not be limited to:

(a) Behavior that is disruptive or inappropriate under all the circumstances, including without limitation conduct which jeopardizes the safety of others or damages private property; and

(b) Failure timely to pay any dues, assessments, or other charges that may be required of Members.

Article III **Meetings of Members**

3.01. The annual meeting of the Members for the election of directors and for the transaction of such business as may properly come before the meeting shall be held on such date and at such time and place as the Board of Directors shall each year fix, which date will be within thirteen (13) months of the last annual meeting of the Members.

3.02. For the election of Directors, Members may vote by secret ballot at the annual meeting, by ballot in advance of the meeting, or by written proxy, in accordance with election procedures recommended by the Ad Hoc Committee On The Director Election Process and approved on April 22, 2010 by the Board ("Director Nomination and Election Procedures"). The Nominating Committee shall conduct all aspects of such election in a manner that ensures the confidentiality of the ballots cast and the integrity of the voting process. The ballot shall enable each Member to vote "For," "Against," or "Abstain" separately with respect to each candidate. In order to be elected a Director, a candidate must have been nominated by the Nominating Committee and have received a majority of the votes cast by the Members. In the event a candidate does not receive a majority of the votes cast and the Board of Directors determines that it would be advisable to have another candidate selected for that seat on the Board, the Nominating Committee shall preliminarily select another candidate from the list it previously compiled, and

shall review its selection with the Board of Directors in accordance with Article 6.03 hereof, after which it may or may not revise its selection. The election may be held by submitting ballots through the mail and a meeting of Members shall not be required.

3.03. Special meetings of the Members for any purpose or purposes set forth in the notice of the meeting may be called by the President, a majority of the members of the Board of Directors, or not less than one-fourth of the Members. A vote by the membership on resolutions or motions proposed at a Special Meeting will be governed by the rule defining a quorum as described in section **3.05.**, and can, but need not be by secret ballot. Members not able to attend can assign their right to vote by written proxy.

3.04. Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered, personally, by mail, or by electronic mail, to each Member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, Secretary, or other persons calling the meeting. In case of a special meeting or when required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the CHC, with postage thereon prepaid.

3.05. Members holding votes of not less than a simple majority of all paid up subscribers in good standing shall constitute a quorum at such a meeting. For quorum purposes for the election of Directors, members who are not present but who submit a valid proxy or absentee ballot shall be counted. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time and no further notice of the adjourned meeting need be given if the date, time, and place of the adjourned meeting are announced at the meeting at which the adjournment is taken.

Article IV **Board of Directors**

4.01. The management and control of the property and affairs of the CHC shall be vested in the Board of Directors. The delegation of powers to officers, under Article V hereof, shall not divest the Board of Directors of the same power, and no officer may take action inconsistent with action taken by the Board of Directors. The number of Directors shall be fixed from time to time by the Board of Directors at not less than nine.

4.02. The Board of Directors shall be divided into three groups. Except as otherwise provided in the Articles of Incorporation, one group of the members of the Board of Directors shall be elected at each annual meeting of the Members to serve a term of three years or such lesser period as may be necessary to fill an unexpired portion of a full three year term. Vacancies in any group resulting from death, resignation, increase in number, or any other cause may be filled by the Board of Directors at a meeting at which a quorum is present, and any Director so appointed shall hold office until the next succeeding annual meeting of the Members. A person, including a Master of Foxhounds, who has served two consecutive full 3-year terms as a Director may not stand for election as a Director at the next annual meeting. Notwithstanding the

foregoing, if the Board of Directors wishes to continue a Director as an officer other than Master of Foxhounds, that Director shall be eligible to serve a third consecutive 3-year term as a Director. However, if elected to a third term, such person shall thereafter resign as a Director at such time that he or she is no longer an officer, even if such person's third term as a Director has not expired.

4.03. Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors. Notice to Directors of regular meetings shall not be required. Special meetings may be called at any time by the President or three members of the Board of Directors. Notice of a special meeting shall be given not less than 24 hours prior to the meeting, and such notice may be telephonic or by electronic mail, regular mail, or by hand. Notice of meetings shall be given to Masters of Foxhounds who are not directors. Any business may be transacted at any regular or special meeting of the Board of Directors. The Board of Directors may act without a meeting upon written consent to the action taken signed by all Directors then in office and filed with the Secretary.

4.04. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors then in office.

4.05. Confidentiality is a consistent expectation of Masters and directors with regard to meeting discussions and many subjects that come before them for consideration. There is a requirement that all individuals acting in these roles keep matters confidential when identified as such by the Masters or Board leadership. These issues may come before directors and Masters in meetings or during the normal course of fulfilling their duties. If any Master or director violates this requirement, the Board reserves the right to take disciplinary action, including but not limited to dismissal from their position as director or Master. Each director and Master will execute a confidentiality agreement annually at the first Board meeting following the Annual Meeting. Refusal to sign this agreement by a director or Master will result in automatic dismissal from their position.

Article V **Officers**

5.01. The officers of the CHC shall be one or more Masters of Foxhounds, a President, a Secretary, a Treasurer, and such other officers, including Chairman, as may from time to time be appointed by the Board of Directors. The Board of Directors shall appoint the Masters of Foxhounds and all other officers. All officers except Masters of Foxhounds must be duly elected Directors. Each officer shall hold his/her office until his/her successor is elected and qualified or until his/her earlier resignation or removal. Any two or more offices may be held by the same person. Officers of the Cheshire Hunt Conservancy represent the leadership of the organization, and as such, will project to the community at large in a manner consistent with the best interests of the CHC. In all matters related to its Statement of Purpose, officers will represent the CHC and its membership so as to build and maintain its stature as a valued community institution.

5.02. A Master of Foxhounds may, but not need be, a Director. Masters shall have such powers and perform such duties as are customarily vested in the Master of a subscription foxhunt, including without limitation, recommendations to the Board of Directors concerning hunt staff employees and their compensation; the management of the hunt staff, hounds and staff horses; the selection of dates and places of hunting, control over the field and hunting, and other hunt operations. The Masters shall appoint a Field Master for each day's hunting. The Masters shall award the privilege of wearing the livery, colors and buttons of Mr. Stewart's Cheshire Foxhounds. Masters who are not Directors may attend meetings of the Board of Directors but shall have no vote.

5.03. The Chairman, if any, shall represent the continuity of Mr. Stewart's Cheshire Foxhounds and, with the Masters, shall be primarily responsible for liaison between the CHC and the greater foxhunting community.

5.04. The President shall be the chief executive and administrative officer of the CHC and shall in general supervise and control all of the business and affairs of the CHC not within the powers of the Masters of Foxhounds. He shall preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the CHC authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the CHC; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.05. In the absence of the President, the Chairman, and in his absence, the Secretary, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

5.06. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors and promptly disseminate copies thereof to all members of the Board of Directors, have custody of all records and reports of the Board of Directors and of the CHC, maintain a list of members of the CHC and in general shall have all the powers and duties usually incident to the office of the Secretary and such other powers and duties as from time to time may be assigned to him/her by the Board of Directors.

5.07. The Treasurer shall have the responsibility for maintaining the full and accurate financial records of the CHC, preparing and recommending the annual budget, implementing appropriate financial controls, overseeing the filing of all tax and other forms and returns, and shall perform such other duties as the Board of Directors may from time to time prescribe.

Article VI **Committees**

6.01. Standing Committees of the Board Other than Nominating. These committees will exist to provide oversight, direction and support for a number of ongoing functions necessary to

the successful operation of the Cheshire Hunt Conservancy and Mr. Stewart's Cheshire Foxhounds. Subsequent to the Annual Meeting and election of officers each year, the President will recommend a chair and membership of each committee, to be approved by the full Board within a reasonable period. As indicated in some committee descriptions, certain committees will have a significant volunteer component. Terms on all standing committees will be one year and membership, other than volunteer, will require annual appointment. The chair of each committee, in conjunction with the Board President, is responsible for maintaining an operation and schedule of meetings sufficient to fulfill the purpose of the committee, and will report to the full Board as needed. In addition, the committees will report, recommend and bring motions to the Board on matters requiring Board approval. Membership of these committees may include individuals other than Directors, CHC members and landowners in the Hunt country, and will reflect the diversity of CHC interests as well as provide opportunities for membership participation. Committee chairs may distribute a schedule of meeting dates and invite CHC members not on that committee to attend. The Board President or his designee will be an ex officio member of each standing committee.

Finance. This Committee is responsible for administering and overseeing all things financial necessary for the operation and long term health of the Cheshire Hunt Conservancy. For Board approval, Committee will develop an annual budget and monitor actual financial activities relative to that budget, make recommendations on dues and fees, determine needs for insurance and make recommendations on coverages and premium expenditures. In addition, the Committee will be responsible for monitoring and making recommendations to the Board related to the leasing, maintenance, subletting and improvement of leased property, including income and expense projections used in the CHC budgeting process. Finance will work closely with Masters and other standing committees, to formulate recommendations to the Board for hunt, stable and administrative staff compensation, as well as other operating costs. To be chaired by the Treasurer of the Board, and to include not less than three, but not more than seven members.

Landowner Relations. Committee responsible for supporting the Masters in developing, recommending and implementing policies and procedures intended to instill and maintain good working relationships with all owners of land and property in country hunted by Mr. Stewart's Cheshire Foxhounds. This Committee will work closely with Masters, the Board and hunt staff to insure consistency of message. Activities and policies may include but not be limited to new landowner cultivation, calling trees, a parish system, holiday gifts, non-hunting landowner recognition and response to comments and complaints. Committee to be chaired by a director and to include at least one Master, with no fewer than three and no more than seven members appointed. Committee chair may solicit volunteer members as needed

Countryside Maintenance. This committee is responsible for building, maintaining and clearing access and fencing in the hunt country as directed by and/or approved by CHC leadership. Will work with Masters, hunt staff and Landowner Relations to maintain good working relationships with landowners, and to be aware of areas of need. In conjunction with the Huntsman, it will be responsible for operation of the paneling truck. To be chaired by a

director and to include at least one Master, the Huntsman, with not less than three but no more than seven members appointed members. Committee chair may solicit volunteers as needed.

Point to Point. Committee responsible for making recommendations to the Board on all matters related to the presentation of Mr. Stewart's Cheshire Foxhounds Point to Point, including date, race card, course construction and maintenance, volunteer staffing, program, fundraising, and race day operation. Number of members and composition of Committee to be determined on an "as needed" basis by the Chair.

Hunter Trial. Committee responsible for making recommendation to the Board on all matters related to the presentation of Mr. Stewart's Cheshire Foxhounds Hunter Trials, including date, prize list, course construction and maintenance, volunteer staffing, program, fundraising and event day operation. Number of members and composition of Committee to be determined on an "as needed" basis by the Chair.

Long Range Planning. The purpose of the Long Range Planning Committee is to identify issues and develop recommendations regarding policies and procedures critical to the long term health of Mr. Stewart's Cheshire Foxhounds and the sport of foxhunting in its designated country. Foremost among these issues are maintaining the quality of our sport, preservation of open space in the Cheshire country, landowner relations, and stimulating the interest of younger generations in an effort to perpetuate the long term health of the sport. Committee should bring findings, recommendations and motions to the Board as appropriate. To be chaired by a director, and to include not less than five but not more than nine members.

Membership. This Committee is responsible for making recommendations to the Board with regard to policies and procedures related to Cheshire Hunt Conservancy membership, administering the membership application process, and for providing an initial assessment and recommendation to the Board on specific membership applications. Committee to be chaired by a member of the CHC in good standing, and will include no fewer than one Master, no fewer than two directors, and have no fewer than five but no more than seven members overall.

Hunt Country Preservation. This Committee is responsible for monitoring the ownership of relevant parcels of land in the country hunted by Mr. Stewart's Cheshire Foxhounds, for the purpose of preserving a countryside capable of supporting its hunting activities. Primary among its goals are to, at the point of transaction, encourage sale to and purchase by, individuals friendly to the sport of foxhunting and the CHC, and especially those who wish to hunt themselves. To achieve its goals, this Committee may engage in, but not be limited to fundraising, working with the membership, individual landowners and families, real estate agents and land preservation organizations to promote land preservation and property ownership by those who will support Mr. Stewart's Cheshire Foxhounds. To be chaired by a Director and to include no fewer than three members but not more than seven.

Social. In consideration of the many social functions and needs of the Cheshire Hunt Conservancy, this Committee will support the Board and those other committees that are responsible for initiating, planning and holding events that are in the best interests of the CHC,

its membership, and landowners in its hunt country. Committee chair will solicit volunteers as needed.

Young Rider. Integral to the mission of the Cheshire Hunt Conservancy is the concept of educating and promoting the interest of young people in the sport of foxhunting, and to the extent this requires riding skills, providing opportunities to improve those skills. This Committee will be the vehicle for the CHC's efforts to bring young riders to the sport, and to facilitate their development as avid and competent members of the field. Committee chair will solicit volunteers as needed.

The Board of Directors may establish other standing committees as it from time to time considers necessary or desirable. If such committees operate for more than two consecutive fiscal years, CHC Bylaws will be amended to include them in section 6.01.

6.02. Ad Hoc Committees may be created by the Board of Directors as needed to address matters of a one time or temporary nature, or matters of an especially urgent nature that go beyond the normal scope of an existing standing committee. In these cases mission, committee chair, size, composition and length of operation will be determined in consideration of the specific circumstances, and defined as part of the resolution creating the committee. The President, or his designee, will be an ex officio member of all ad hoc committees.

6.03. Nominating Committee. The Board of Directors shall appoint a Nominating Committee which shall (a) by vote of not less than a majority of Nominating Committee members select the number of nominees for Director requested by the Board of Directors to stand for election at the next annual meeting of the Members; and, (b) conduct each election of Directors. There shall be six (6) members of the Nominating Committee, at least three (3) of whom shall not be Directors and who shall be chosen to represent and reflect the interests of the Members. Nominating Committee members shall be either a Member in good standing or a person who would qualify as a "Landowner Member" as that term is defined from time to time for membership purposes. The chair of the Nominating Committee shall be a Director appointed by the President.

6.03.01. In order to avoid conflicts of interest but retain the balance of Director and non-Director Members, if Nominating Committee members, or members of their respective immediate families, wish to be considered for nomination as a Director, the Committee member shall resign from the Committee prior to its solicitation of suggested candidates from the Board and from the Members, in which event the Board of Directors shall promptly appoint a successor to fill the vacancy. The Nominating Committee members shall serve for a term of three (3) years. The terms shall be staggered in three (3) classes, so that each year the term of two (2) members expires. At least one non-Board member shall be assigned to each of the three (3) classes. To initiate the staggered terms, the Board of Directors shall appoint two (2) members to serve a term of one (1) year, two (2) members to serve a term of two (2) years, and two (2) members to serve a term of three (3) years. Members appointed initially to serve a one (1) year term, or members thereafter appointed to fill a vacancy where one (1) year remains in the term, may be reappointed to a full three (3) year term. A member serving two or more consecutive

years and whose term expires shall not be eligible to serve again on the Nominating Committee for one (1) year.

6.03.02. In confidence, the Nominating Committee shall receive suggestions for candidates from the Board of Directors and from the Members. After preliminarily selecting its candidates, the Nominating Committee shall meet in confidence with the Board of Directors, after which the Nominating Committee may or may not revise its slate of candidates. In all respects, the Director nomination process shall be in accordance with the Director Nomination and Election Procedures.

6.04. The Board of Directors may establish such other committees of the Board as it from time to time considers necessary or desirable, the members of which may include persons other than Directors.

Article VII

Membership Fees and Dues

7.01. The Board of Directors shall fix from time to time the initial membership fee (if any) and annual and other dues, assessments, and subscriptions (“Assessments”) to be paid by the Members in order to meet the expenses and other financial obligations of the CHC. The Board of Directors may, in its discretion, for purposes of such Assessments, divide the Members into different classes requiring the payment of different amounts of Assessments by different classes. Such Assessments shall be in such amounts and payable at such time and upon such conditions as the Board of Directors shall determine.

Article VIII

Fiscal Year

8.01. The fiscal year of the CHC shall begin on the 1st day of July in each year and shall end on the thirtieth day of June in the succeeding year, and may be changed from time to time by the Board of Directors to the extent permitted by law.

Article IX

Indemnification of Officers and Directors

9.01. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a Director or an officer of the CHC or is or was serving at the request of the CHC as a trustee, director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as a trustee, director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the CHC to the fullest extent authorized by the Pennsylvania Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the CHC to provide broader indemnification rights than such law permitted the CHC to provide prior to such amendment), against all expense, liability and loss (including attorneys’

fees, judgments, and fines), reasonably incurred or suffered by such indemnitee in connection therewith; provided, however, the CHC shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the CHC.

9.02. The right to indemnification conferred in Section 9.01 of this Article IX shall include the right to be paid by the CHC the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Pennsylvania Corporation Law requires, an advancement of expenses by an indemnitee in his or her capacity as a director or officer shall be made only upon delivery to the CHC of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under Section 9.02 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 9.01 and 9.02 of this Article IX shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

Article X
Amendments to By-Laws

10.01. These By-Laws may be amended or repealed (i) at any regular or special meetings of the Members by majority vote of those Members present in person at such meeting at which a quorum is present, or (ii) at any regular or special meeting of the Board of Directors by a majority of the entire Board of Directors.

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