

Corporate By-Laws
The 49er's Saddle Club
Lewiston, Idaho
(December 9, 2012)

Article I: Name

Sec. 1 The name of this corporation is the "49er's Saddle Club, Inc."

Article II: Purposes

Sec. 1 To promote and develop good horsemanship, training, showing, and horse husbandry skills through education, instruction, demonstration and example.

Sec. 2 To promote and cultivate among its members and all others equestrian games and activities.

Sec. 3 Through the activities of the Club, to interest and educate the public in the recreational possibilities and benefits of the use and ownership of good horses through good horsemanship.

Sec. 4 To develop and promote good fellowship among members, and to cultivate the formation of associations and friendly relationships with similar clubs throughout our community, our state, and elsewhere.

Sec. 5 And for the use and purposes for which this Corporation is formed to lease, purchase, hold, use and enjoy in fee simple deed in trust or otherwise, properties and to dispose of the same at the pleasure of the Corporation excepting and providing that this corporation is nonprofit and none of its operations shall at any time result in any way in pecuniary profit or gain to any member thereof.

Article III: Membership and Dues

Sec. 1 Active membership in this Club shall be granted to all persons who submit an application accompanied by one year's dues.

Sec. 2 A new member will gain voting privileges when the conditions of Sec. 1 of this Article are completed and has been a member in good standing for at least thirty (30) days, or by the next regular monthly meeting, since becoming a member.

Sec. 3 Senior members shall be members at the age of sixteen (16) years and older. Senior members shall be entitled to vote at all meetings of the membership of the Corporation. Members less than eighteen (18) years in age must have their membership application signed by their parent or guardian.

Sec. 4 Junior members shall be all members up to the age of fifteen (15) years inclusive.

Sec. 5 Dues are to be paid by the February General Meeting. Members will be considered delinquent after this time. No delinquent member may have voting privileges until dues are paid. Dues not paid by May 1st will require re-application for membership per Section 1.

Sec. 6 Annual membership dues for the following year will be decided upon at the annual meeting of the Corporation and voted on by the general membership. A majority vote by those members present is required to increase annual membership dues. At no time can the dues be increased more than 20% of the preceding year.

Sec. 7 Applicants paying their dues after the February General Meeting shall pay the annual rate of dues and shall be allowed to participate in all activities of the Club. Memberships will not be pro-rated. Once applications are accepted and fees paid, reimbursements will be made at the Board's discretion.

Sec. 8 Life membership will be granted to a member upon reaching the age of sixty-five (65) who has been a member in good standing for five years.

Article IV: Meetings

Sec. 1 Membership meetings of the Club will be held monthly, with the exception of the months of July and August, which may be canceled at the discretion of the President with the approval of the Board of directors.

Sec 2 The Annual meeting of the Corporation shall be the January regular meeting of each year, such meeting to be called by the President, if not so called it will be called by the Board of Directors or by any three members of the membership.

Sec. 3 Special meetings of the Board of Directors shall be held whenever called by direction of the President or by two-thirds of the Directors.

Sec. 4 When giving notice of an annual, regular, or special meeting of members, notice must be given to the membership at least ten (10) days prior to the meeting.

Sec. 5 A majority of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Sec. 6 At meetings of the Board of Directors, business shall be transacted in such order as the Board and Committee determine.

Sec. 7 Written contracts of the Association in excess of five hundred dollars (\$500.00) shall be executed on behalf of the Association by the President or Vice President and attested to by the Secretary, after approval of a majority of club members present at the meeting. Prior written notice will precede the meeting when such contracts are to be discussed.

Article V: Elections

Sec. 1 There shall be an annual election of officers at the monthly membership meeting in December of each year to elect a President, Vice President, Secretary, Treasurer and one Director. The term of office of a Director shall be three (3) years, with one Director elected each year. All elective officers must have been members in good standing for six (6) months prior to the election.

Sec. 2 There shall be a Board of Directors composed of the President, Vice President, Secretary, Treasurer and three Directors.

Sec. 3 During the month of October, the Board will select three qualified adult members who upon a vote of approval from the Board members present, shall compose the Nominating Committee.

- a) The Nominating Committee shall canvas the senior members and select prospective candidates to fill any vacancy that may occur, and submit its list of candidates to the members at the regular monthly membership meeting in November, provided that the candidate is present to accept or decline the nomination.
- b) The President will ensure that Club members are notified in the September and October newsletters of the election process to give prospective candidates an opportunity to submit their names for office. It will be up to those interested members to let the Nomination Committee know of their intent to run for office.

Sec. 4 In the event of an opening on the Board of Directors due to resignation, health issues, or the failure to attend two consecutive meetings (one Board and one General meeting or two General meetings), unless otherwise excused, the President, with the advice and consent of the Board of Directors, shall appoint a qualified successor to serve until the next general election or until the annual meeting.

Article VI: Royalty

The 49ers shall have a Royalty Court each year, provided that:

- a) One adult member is willing to serve as chaperone, and
- b) At least one (1) young woman, meeting the requirements set forth in the 49ers Royalty Procedures, is willing to serve as Royalty.

Club Royalty shall consist of up to three (3) young women. They shall be judged and chosen for their leadership and ambassador qualities, which will include horsemanship. One shall have the title of Queen, and others, from zero (0) to two (2), shall each have the title of Princess. One (1) adult chaperone shall be appointed.

Article VII: Duties of Officers

Sec. 1 The business, administration, supervision and general direction of the Officers of the Club shall be vested in the Board of Directors.

- a) They shall audit all duly authorized bills contracted for in the name of the Club.
- b) They shall, through the Treasurer at each monthly meeting, submit a monthly financial report to the general membership for their acceptance.
- c) The one (1) year director is responsible for annually inventorying all Club property. A list of all Club property will be submitted to the general membership at the annual meeting.

Sec. 2 The Board of Directors, from time to time, may create and empower other committees, general or special.

Sec. 3 The President shall preside at all meetings of the membership and Board of Directors regular or special, and shall conscientiously perform all duties incident to his or her elective office.

Sec. 4 The Vice President shall, in the absence or inability of the President, carry out the duties of the office.

Sec. 5 The Treasurer shall keep the only record of income and expenditures of all Club monies, and have charge of all Club funds. All monies received by the Treasurer as income by this Club shall be deposited in a bank designated by the Board. All Club monies dispersed shall be made only upon presentation of original valid receipts or statements, and authorized by Club membership.

Sec. 6 The Secretary shall keep all records of regular and special meetings of the general membership and Board of Directors and is charged with the safe keeping of all original records from editing or misuse.

Sec. 7 All officers of this Club shall deliver to his or her successor in office all records and keys of the Club within ten (10) days after installation.

Sec. 8 No officer or member of the Board shall grant permission to any persons for the use of the arena or any Club properties by any member. A written request will be referred to the appropriate committee chairperson or Board of Directors for final decision.

Sec. 9 The Board shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law or the Certificate of Incorporation or these By-laws, as they deem expedient concerning the conduct, the qualification, suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, the expenditures of money, the auditing of books and records, the conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to general purposes of the Corporation, all, however subject to revision or amendment by the members at any regular or special meeting of the members, provided written notice of intention of any rule regulation shall have been communicated to all members at least thirty days in advance of the meeting.

Article VIII: Amendments

Sec. 1 In order to be eligible for consideration by the membership, a proposed By-law amendment must follow the following procedure:

- a) Proposed amendment is brought up at a General meeting.
- b) Published in the Club newsletter where members are notified that an amendment will be discussed at the next general membership meeting.
- c) Discussion of the proposed amendment at the General meeting occurs.
- d) Final version of the proposed amendment is published in the Club newsletter.
- e) Proposed amendment is read and voted upon, without discussion, at the General membership meeting.

The proposed amendment will pass with 2/3 majority of the vote of members present at the General membership meeting.

Article IX: Indemnification

Sec. 1 The Club shall indemnify and hold harmless any Officer, Director, or member of the Club, their personal representatives and heirs, against reasonable legal expense, judgments, and expense of settlement which the Club previously approves, actually and reasonable incurred in connection with an actual or threatened legal proceeding, if such person acted legally, in good faith and was duly authorized to act on behalf of the Club in transaction from which legal liability arose, which was official Club business, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. To preserve this right of indemnity, such person shall immediately notify the Club of such actual or threatened litigation, Whereupon the Club shall have the right to direct defense thereof, including, but not limited to, selection of counsel, and direction of settlement negotiations.

Article X: Disciplinary Procedures

Sec. 1 The three (3) directors are the forum within this Corporation which hears or reviews evidence of alleged violation of By-Laws, rules or regulations by members or nonmembers. A member found in violation of said By-Laws, rules or regulations may be disciplined, suspended or expelled from the Club membership. Proof necessary to establish a rule violation is that proof which would lead a reasonable person to believe the matter alleged is established by the credible evidence admitted before the Directors. A 2/3 majority vote will determine if the matter is to be brought before Club membership. Written notice of a member disciplinary procedure will be sent in the Club newsletter and presented at the next regularly scheduled General membership meeting.

Sec. 2 Proceedings before the Directors shall be informal. The standard by which admissibility is determined is whether the evidence is such that an ordinary prudent person is willing to rely on it. A person appearing before the Directors agrees that all witnesses and participants in such hearing shall be immune from any civil liability whatever, including but not limited to, libel, slander, invasion of privacy, defamation, or product disparagement, for testimony given in the course of the preparation for or at the hearing.

Sec. 3 If the Board believes a violation of Club By-Laws, rules or regulations has occurred, a 2/3 majority vote of the Board will bring the matter before the membership. The proceedings will be as follows:

- a) Give written notification of member disciplinary proceedings at the next regularly scheduled General membership meeting.
- b) Directors will present both sides of the issue to the membership and the penalty to be invoked.
- c) Membership will vote based on evidence presented by the Directors.
- d) No discussion between plaintiff parties will be presented at the General meeting.
- e) A 2/3 majority vote will determine if discipline will or will not be invoked.

Sec. 4 Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one (1) year after the effective date of the expulsion, suspension or termination.

Sec. 5 A member who has been suspended or expelled may be liable to the corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

Sec. 6 When a member is suspended or expelled, or a nonmember is denied membership privileges, the name and address of that member or nonmember may be published in the Club newsletter.

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