

BYLAWS OF THE KOOTENAI COUNTY SADDLE CLUB, INC.

ARTICLE I - NAME

SECTION 1 The name of this organization is Kootenai County Saddle Club, Inc.

SECTION 2 its members in good standing are ambassadors of this club.

ARTICLE II - PURPOSE

SECTION 1 To develop and promote good fellowship among horse lovers.

SECTION 2 To encourage, promote and develop the owning, training and breeding of grade and pure blood horses.

SECTION 3 To promote and develop good horsemanship together with the knowledge and interest in the care, training and breeding of good horses.

SECTION 4 To cultivate the social life among its members and persons interested by promoting and encouraging the use of and interest of horses.

SECTION 5 To promote and cultivate, among its members and others, all equestrian games and sports.

SECTION 6 Through activities of this club to interest and educate the public in the recreational possibilities and benefits of the use and ownership of horses.

SECTION 7 To promote and cultivate the formation of association and friendly relationships with the similar clubs throughout this state and elsewhere.

SECTION 8 To further the uses and purposes for which this organization is formed to lease, purchase, hold, use and enjoy in trust or dispose of the same suitable property at the pleasure of the organization excepting and providing this organization is a non-profit one and none of its operations shall at any time result in any way or pecuniary profit or gain to this organization or any member thereof.

ARTICLE III – MEMBERS

- SECTION 1 Membership of this organization may be either for an individual or for family groups in which the family may consist of the parents and dependent children who are not 18 by January 1st.
- SECTION 2 Any member(s) whose acts may discredit the reputation of the Kootenai County Saddle Club shall be reported to the Board of Directors in writing. The Directors will meet and recommend explanation and/or termination. The affected member(s) may appeal the decision of the Board of Directors to the general membership of the club at a regularly scheduled meeting. Two-thirds vote of the members present is required to overrule the decision of the Board. Membership shall vote by secret ballot.
- SECTION 3 Each new application for membership shall be read at one regularly scheduled meeting during which any club member knowing of any reason this applicant should not be accepted shall notify any officer of the organization in writing. After such reading the application will be voted on by the general membership. Two-thirds vote of members present is required to accept new member.
- SECTION 4 All paid-up members 18 years of age or over are eligible to vote on all matters before the club. Dependents are not eligible paid-up members.
- SECTION 5 Members in good standing shall defend and up hold the rules and decisions of the club. Any member with a conflict of interest or any matter before the club shall refrain from voting.
- SECTION 6 Associate membership in the organization will be accepted for those individuals wishing to participate in the events of the organization on a limited basis. The associate member will be limited in length to the duration of the event for which the applicant has applied. The even committee and chairperson have the authority to accept or reject any application for associate membership for the event organized. The individuals accepted for the associated membership must submit an application for membership if they wish to participate in club events on a regular basis. Associate membership rights are applicable only for the duration of the event for which the applicant has applied.

ARTICLE IV – DUES

- SECTION 1 No member shall participate in any meeting or be appointed or elected to any office until all dues are paid.
- SECTION 2 The fiscal year shall conform with the calendar year January 1st to December 31st.
- SECTION 3 Dues will be accepted until March 1st; after that date, non-member dues shall be paid. Membership applications shall be submitted yearly.
- SECTION 4 Each twenty-year voting member will be a non-dues member in full standing.
- SECTION 5 The general membership has the responsibility to review and assess the amount of dues for membership and associate membership. This review and assessment will be completed and voted on at the first regularly scheduled meeting in the month of November. Two-thirds vote of members present shall be required to change the dues assessments.

ARTICLE V – MEETINGS

- SECTION 1 Regular meetings of the organization are normally held on the third Thursday of each month. Additional regular meetings, if approved by the majority of attending members, shall ordinarily be held on the third Thursday of the month. Meetings from April to September will be held on the same day as the playday during lunch break. Regularly scheduled meetings may be postponed or canceled due to conflicts in schedules with holidays or other events by the majority of attending members from a previous meeting or by the Board of Directors.
- SECTION 2 A special meeting of the organization may be called by a majority of the Board of Directors or by the Secretary upon written request of 50% of the paid members in good standing in the organization.
- SECTION 3 In compliance with Idaho Code 30-3-78, if reasonable notice has been provided, a quorum of the membership consists of ten (10%) percent of the votes entitled to be cast, represented in person, at a meeting of members.
- In the absence of reasonable notice, one-third (1/3) or more of the voting power must be present in person.
- SECTION 4 Robert's rules or Order shall govern this organization at all its proceedings and actions of its Officers and Directors.

ARTICLE VI – OFFICERS

- SECTION 1 The elected officers of the organization shall be: President, Vice-President, Secretary, Treasurer, Royalty Advisor and a Board of Directors.
- SECTION 2 There shall be a Board of Directors consisting of eleven members. Seven Board members shall include the immediate Past President and six members from the general membership. Three Board members will be elected every year at the regular scheduled meeting held on the third Thursday in the month of November, to serve a two year term. The remaining Board members shall consist of the President, Vice President, Secretary and Treasurer. Vice President, Secretary and Treasurer are voting members of the Board. The President is only to vote in case of a tie. A quorum of the Board of Directors shall consist of not less than six Board members which may include the President. The Royalty Advisor and Committee Chairs shall be excluded from the Board of Directors.
- The President, Vice President, Secretary, and Treasurer of the organization shall be elected at the regular scheduled meeting in the month of November and shall serve for one year and until their successors are duly elected, qualified and sworn into office. Royalty Advisor is allowed to serve for two years. No officer or director shall hold the same office more than two executive terms at any one time, with the exception of the Secretary, Treasurer and Royalty Advisor which officers may hold office as long as the membership desires.
- SECTION 3 Prospective candidates to fill a vacancy created by the resignation or death of an Officer shall be decided by vote of the attending members of the organization at a regularly scheduled meeting and shall be immediately qualified and sworn into office. If such a vacancy exists, The Nominating Committee shall present names of prospective candidates at the next regularly scheduled meeting at which time such nomination will be voted on by the membership. The Board of Directors will have power to appoint a member to fill such a vacancy temporarily pending election by the membership.
- SECTION 4 No member may be appointed or elected to hold office unless he or she has been a dues paying member in the club, in good standing from June 1st prior to appointment or election of that year.
- SECTION 5 No Officer shall hold more than one office during a term with the exception of Royalty Advisor(s).

SECTION 6 Eligible candidates for vacant Office and Board of Director positions shall comply with requirements Article VI, Section 4 and 5. Only two family members per immediate family (members-include spouses, children, stepchildren, parents, stepparents, brothers, sisters, grandparents, in-laws, and any person living in the same household) may occupy an Officer or Board of Directors position excluding Secretary and Royalty Advisor, during the tenure of those Members provided that only one family member may hold an office with check signing authority. The club will bond the President, Vice President and Treasurer.

ARTICLE VII – DUTIES OF DIRECTORS, OFFICERS AND COMMITTEES

SECTION 1 The general supervision and direction of the affairs of the organization shall be vested in the Board of Directors. The Board of Directors may select a Finance Committee of not less than three members to audit the Treasurer’s books on a quarterly basis. At year end all records and documents may be turned over to an accountant, who is a non-member for the club, for auditing. Such audit shall be completed and presented to the club at the first regularly scheduled meeting in the month of February. The President shall preside at Board of Directors meetings and may vote only in case of a tie. Any Director missing three (3) consecutive Board of Director meetings shall be removed from the Board of Directors. The Board of Directors is not empowered to authorize expenditures of the club funds in excess of \$500 per transaction.

SECTION 2 The President shall preside at all meetings of the membership and all meetings of the Board of Directors and shall perform all the duties incident to this office. The President shall have the power to create and appoint members to such committees as he or she may deem necessary. The Vice President shall act for the President in his or her absence.

SECTION 3 The duty of the Secretary shall be to keep records of all meetings of the general membership and Board of Directors meetings of this organization. The Secretary shall report regularly to the organization and submit an annual report to the organization on the various proceedings of the Board of Directors and upon the activities of the organization.

SECTION 4 The duty of the Treasurer shall be to keep a record and have charge and custody of all funds and make payments upon order of the general membership in any amount. The Treasurer shall make regular reports to the Finance Committee on a quarterly basis and shall submit an annual report and all records and documents to the financial affairs of the organization to the designated auditor

at year end. The annual report shall account for all funds coming into possession of the Treasurer. The Treasurer shall deliver all records to the Finance Committee when directed by the Board of Directors. The completed audit is to be delivered to the club at the first regularly scheduled meeting in February.

- SECTION 5 Any decision made by the Board of Directors may be overridden by two-thirds vote of the membership present.
- SECTION 6 All monies of the organization shall be handled by the Treasurer and deposited in a bank account designated by the Board of Directors. All checks against the account of the organization shall be signed and counter-signed by the President and Treasurer, or Vice-President and Treasurer, if the President is unavailable.
- SECTION 7 Committees appointed are to bring presentations and/or recommendations back to the club to be voted on, unless otherwise directed by the Board.
- SECTION 8 Any issue before the club may be deemed major by a seconded motion and shall be tabled until the next meeting. Issues deemed major shall be published in the Newsletter and voted upon at the next regularly scheduled meeting.
- SECTION 9 The duty of the Royalty Advisor shall be to seek and advise girls and boys running for Royalty and to appoint Royalty judges. Three judges shall be club members and there shall be one (1) personality judge and one (1) horsemanship judge that shall be non-members.
- SECTION 10 Equipment or other property identified as Kootenai County Saddle Club property may be loaned or leased to other non-profit clubs and organizations provided that:
- A) The loan or lease is approved by the Board of Directors and
 - B) The club or organization signs a liability statement describing the equipment's existing condition and agrees to pay for all incurred damages or repairs as determined by the Board of Directors and
 - C) The Board of Directors may set fees for deposits or leases as it sees fit to protect KCSC's investment.

ARTICLE VIII – ELECTIONS

- SECTION 1 At the regularly scheduled meeting on the third Thursday in the month of November all officers and Board of Directors shall be elected in accordance with Article VI.

- SECTION 2 Prior to the regularly scheduled meeting on the third Thursday in the month of November, the President shall appoint a nominating committee of not less than three members to select nominees for various offices. The names of such nominees will be placed on the ballot to be used in the election. It may be the duty of the nominating committee to nominate at least one candidate for each office to be filled.
- SECTION 3 All voting Officers of the organization shall be by secret ballot and plurality shall be required to elect.
- SECTION 4 Only active members in good standing, whose dues are paid in accordance with these By-Laws shall be eligible to vote at any election and each paid-up member 18 years of age or older, is entitled to one vote. Current membership will be validated by the club secretary before a vote requiring secret ballot is accepted on any matter before the club. Only members present may vote on any matter before the club.
- SECTION 5 In addition to the nominating committee's selections, nominations will also be accepted from the floor before the regularly scheduled meeting held on the third Thursday of November provided the nominee is present to accept the nomination.
- SECTION 6 All newly elected Officers and Board of Directors shall be sworn into office during the first regularly scheduled meeting in the month of January, or at the awards banquet.

ARTICLE IX – CODE OF CONDUCT

- SECTION 1 Compliance with the law.
- All club members shall comply with the letter and spirit of the laws of the land. Ethical business practices shall govern club members' actions and those of the club.
- SECTION 2 Conflict of Interest:
- A) A club member or his or her family shall not own a "significant" financial interest in any business or organization that does or seeks to do business with the club, unless such interest has been fully disclosed to, and approved by, the club's Board of Directors.
 - B) A club member shall not conduct business on behalf of the club with his or her family, or any business organization with which the member's family has an association, which could be construed as significant in terms of potential

for conflicting interest, unless such business dealings have been specifically disclosed in writing to, and approved by, the Board of Directors of the club.

- C) Directors, Officers and club members shall perform their duties in a manner that will not benefit themselves personally at the expense of the club, not harm the club, nor create any inference of impropriety. Although the club considers it important that friendly relationships be maintained with its supplier and fellow non-profit clubs and organizations, special care must be taken when dealing with them to ensure that favoritism, preferential treatment and special benefits are avoided.

ARTICLE X – AMENDMENTS

SECTION 1

These By-Laws maybe amended by two-thirds of the vote of all Board members if it is in the best interest of the club to expedite the amendment process.

Otherwise, the By-Laws may be amended by vote of the membership if:

- a) Notice of the proposed amendment has been published in the Newsletter;
- b) The proposed amendment has been presented for discussion at a previous regularly scheduled meeting and
- c) A quorum is present at any meeting at which a vote is taken, and
- d) For passage the amendment must be approved by two-thirds of the members present.

ARTICLE XI – DISSOLUTION

SECTION 1

Dissolution may only occur if:

- a) Notice of proposed dissolution and the date at which a vote will be taken has been published in the Newsletter, and
- b) The proposed dissolution has been presented for discussion at a minimum of two (2) consecutive regularly scheduled meetings prior to the regularly scheduled meeting at which a vote is to be taken and
- c) A quorum is present at the regularly scheduled meeting which a vote is to be taken, and
- d) Dissolution must be approved by two-thirds of the votes present.

SECTION 2

Any funds or property belonging to the club upon dissolution shall be donated to a non-profit equestrian organization(s) at the direction of the Board of Directors.