

BYLAWS OF
RIM ROCK RIDERS

ARTICLE I - NAME AND PURPOSE

Section 1- Name: The name of the organization shall be known as Rim Rock Riders. It shall be a nonprofit organization incorporated under the laws of the State of Oregon.

Section 2- Purpose: Rim Rock Riders is organized to foster, promote and develop interest and activity in horses, horsemanship and horseback riding in Central Oregon.

ARTICLE II – MEMBERSHIP

Section 1- Membership Levels: Membership in this Social Club shall consist of the following classifications:

*Level I: New Membership-*Members shall be 18 years of age or older who have not yet reached Full Members status and who fulfill all membership obligations in accordance with these bylaws.

*Level II: Junior Membership-*Members shall be those members under 18 years of age whose parents or legal guardians are New or Full members and or sponsor them in accordance with these bylaws. Junior Members are non-voting members pursuant to Article III Section 5.

*Level III: Full Membership-*Members shall be those members who have been New Members for at least six months, who are 18 years of age or older and who fulfill all membership obligations in accordance with these bylaws.

*Level IV: Honored Membership-*Members who have been Full Members for 25 or more years.

Section 2- Annual Dues: Membership dues shall be set, for Individual, Junior and Family memberships, by the Club Board of Directors and will be reviewed, by the Club Board of Directors, at the end of each fiscal year. Membership dues shall be payable on or before the First day of February for the ensuing calendar year. Failure to renew membership will result in loss of Level III Full membership status and all rights afforded this level.

New members joining prior to September 1 will be assessed a full year's membership dues. Memberships after September 1 and prior to January 1 will be prorated for each remaining month of the calendar year.

Members who have attained Level IV Honored Membership will not be assessed annual dues.

Section 3- Day Fee: A, one time, day fee will apply to all nonmember individuals participating in a Rim Rock Riders event/function. All subsequent event/function participation requires application for membership.

Section 4- Application for Membership: Any person may apply for membership in Rim Rock Riders. An application for membership, along with payment of membership dues, must be submitted to the Secretary. Once they, or a family member, have participated in at least two events, produced by Rim Rock Riders, and have volunteered a minimum of four hours, at Rim Rock Riders events and or work parties, the Secretary will submit their application to the Board of Directors for consideration.

Section 5- Submission of Membership Application. The Secretary will present all applications to the Club Board of Directors at the next regular Club Board of Directors meeting. Membership shall be approved unless five or more Board Members cast dissenting votes. The Club Board of Directors shall announce its decision at the next General meeting. If the action of the Board is against approval, the general membership shall vote whether or not to uphold the Boards decision. A majority vote of the members present, as long as members present constitute a full quorum, shall prevail. The Secretary shall advise the applicant of the Boards decision and in the case of a denial refund all dues paid. Applicants denied membership will not be permitted to reapply for membership for one full year.

Section 6- Revocation of Membership: Membership is a privilege that may be revoked for good cause, including but not limited to the following,

- a) Non-payment of all required fees and dues
- b) Repeated failure to abide by the Club safety standards, policies or rules;
- c) Threatening or menacing any Member, guest, or employee;
- d) Theft of or damage to Club property or to property onsite;
- e) Any other conduct that a reasonable person would consider materially damaging to the reputation of the Club or its Members

by majority vote of the Club Board of Directors. Notice of any proposed revocation of membership and the reasons therefore shall be provided to the Member by certified mail not less than 15 days prior to the board meeting. Notice of the Board's decision shall be given to the member by the Secretary immediately following the action of the Board together with instructions for the appeal process.

Expelled Members have the right to appeal the Board's action at the next regular General meeting. A quorum of the Board of Directors may reinstate such Member upon a majority vote on such terms and conditions as the Board of Directors may determine.

If no appeal is brought before the General membership expulsion shall be final.

ARTICLE III-MEETINGS OF MEMBERS

- Section 1- General Meetings:* General meetings shall be held monthly, the second Tuesday of each month, at a time and place designated by the President.
- Section 2- Board of Director Meetings:* The Board of Directors shall meet monthly, at a time prior to the general meeting.
- Section 3- Special Meetings:* Special meetings may be called by the President, the Executive Committee, or a simple majority of the board of directors. A petition signed by fifteen voting members may also call a special meeting.
- Section 4-: Quorum:* Five members of the board of directors and five regular members present at any properly announced meeting shall constitute a quorum.
- Section 5- Voting Rights and Procedures:* At all regularly scheduled general meetings of members, each Full Member present shall be entitled to one vote, and majority vote shall prevail. New and Junior members shall not be entitled to vote.

ARTICLE IV-BOARD OF DIRECTORS

- Section 1- Board Role, Size, and Compensation:* The management and control of the affairs of Rim Rock Riders shall be vested in the Board of Directors. The board is responsible for overall policy and direction of the club, and delegates responsibility of day-to-day operation of the staff and committees. The board shall consist of nine elected members. The board receives no compensation other than reasonable expenses.
- Section 2- Club Board of Directors:* The board of directors shall consist of a President, Vice President, Secretary, Treasurer, the immediate Past President and four additional Board members. Each and all Board members must be Full Members in good standing for not less than three full years prior to holding office.

ARTICLE IV, Sections 1 and 2 shall not be altered, amended or repealed except by the written consent of 65% of the voting membership.

- Section 3- Terms:* All board members will serve three-year terms, with the exception of the past President who serves a one-year term, and are eligible for re-election.
- Section 4- Election Procedures:* A nominating committee comprised of three members shall be appointed at least one month prior to the election of officers, at the December meeting, for the purpose of nominating members to the board of directors.

Section 5- Board Elections: New directors and current directors shall be elected or re-elected by a simple majority of the voting members, at the December general meeting, with three three-year positions being offered each year. All ballots cast for directors shall be a secret ballot. Members who cannot attend may vote by mail-in ballot. Ballots must be received by the Secretary before the election meeting, to be counted.

Within two weeks of the December election the board will appoint individual board members to the appropriate board positions. The appointments will be announced at the January general meeting.

Section 6- Quorum: A Board of Directors quorum must be attended by at least five members of the Board of Directors for business transactions to take place and motions to pass.

Section 7- Officers and Duties:

The President shall convene regularly scheduled meetings, shall preside or arrange for other members of the Executive Board to preside at each meeting in the following order: Vice President, Secretary, Treasurer

The Vice-President shall chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of board actions, including taking of minutes at all meetings, overseeing sending meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that club records are maintained.

The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8- Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9- Resignation, Termination, and Absences: Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to excessive absences. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTIVLE V-COMMITTEES

Section 1- Committee Formation: The board may create committees as needed, such as fundraising, public relations, etc.

Section 2- Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the bylaws, the Executive Committee shall have all the power and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

Section 3- Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major changes in the budget must be approved by the Board of Directors. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the club are public information and shall be made available to the membership, Board members, and the public.

ARTCLE VI-AUDIT

Section 1- Audit: An audit of the books of the Club shall take place annually at the beginning of each year and whenever a Treasurer vacates and another assumes the office.

ARTCLE VII-MEETING ORDER

Section 1- Meeting Order: Robert's Rules of Order shall apply unless a point of order is in conflict with the Bylaws, in which case the Bylaws will prevail.

ARTICLE VIII-CONFLICT OF INTEREST

Section 1- Conflict of Interest: No member of this club shall have any vested or other personal or property rights in any of the property of this club during its existence or upon its dissolution.

ARTICLE IX-DISSOLUTION

Section 1- Dissolution: This Club shall be dissolved only by the written consent of seventy-five (75 %) percent of its voting members. Dissolution of the Club known as Rim Rock Riders shall be administered by an elected Board of Trustees consisting of five (5) full members of at least three (3) years. The Board of Trustees shall be elected by the full membership at the general meeting in December. The Board of Trustees shall determine the disposition of all Board Members, with particular attention to be given to the Board's fiduciary duty to the Club and preservation of non-profit tax status, preferably to non-profit charitable entities after any and all debts of the Club have been satisfied.

ARTICLE X-AMENDMENT TO BYLAWS

Section 1- Amendments: These bylaws may be amended by submitting proposed amendments in writing to the Board of Directors at any regular meeting. The Secretary shall mail any proposed amendments accompanied by an explanatory statement written by the Board and also any dissent to the explanatory statement to the membership and the proposed amendment shall be voted on at the next regular meeting of the Club. Ratification will be by seventy-five percent (75%) of voting members. All votes shall be a secret ballot. Members who cannot attend may vote by mail-in ballot. Ballots must be received by the Secretary before the general meeting, to be counted.

CERTIFICATION

These bylaws were approved at the meeting of the Board of Directors by two-thirds majority vote on _____ and take precedence over all previously approved Bylaws. .

President Date

Secretary Date