

EAST SLOPE BACK COUNTRY HORSEMEN CONSTITUTION

Revised April 2008

PREAMBLE

**This Organization was formed with a three-fold PURPOSE:
service to the back country, education of horsemen, and
representation in land use planning and management.**

ARTICLE I NAME & PURPOSE

- SECTION 1** The name of this organization shall be East Slope Back Country Horsemen (ESBCH) a volunteer nonprofit Montana corporation hereinafter referred to as this Chapter. (Any reference hereinafter to the board refers to the Chapter Board of Directors)
- SECTION 2** The purpose of this organization shall be to perpetuate the common sense use and enjoyment of horses in the roadless back country and to assist the various government agencies in their maintenance and management of the resource and to educate, encourage and solicit active participation by various members of the general public in the wise and sustaining use of horses and to educate responsible citizen involvement in local, state and national policy regarding management of roadless back country areas, commensurate with our heritage and the back country resource.

ARTICLE II MEMBERSHIP

- SECTION 1** Membership shall be composed of individuals interested in promoting the purpose as stated in ARTICLE I, SECTION 2.
Applicants and/or members are required to be reputable, trustworthy members of their community and are subject to approval by the Chapter Board of Directors.
The Chapter Board of Directors reserves the right to refuse membership to any applicants and/or members.
- SECTION 2** Associate memberships may be acquired by individuals, businesses or organizations interested in supporting the purpose as stated in ARTICLE I, SECTION 2.
- SECTION 3** Membership dues shall be an amount determined by the Board of Directors and a majority vote at a regularly scheduled meeting. These dues shall be due January 1. Annual dues purchase a membership for the current year.
Dues for a member, which are delinquent as of June 1 of the current membership year, shall be cause to drop the member from the mailing list and there shall be no exception made to this policy.
Dues paid by new members joining after October 1 of the current membership year will be carried through for membership into the following year.
- SECTION 4** Associate membership dues shall be no less than those for individual memberships.

- SECTION 5** Any person 15 years of age or younger, not otherwise qualifying for membership with a family group and interested in promoting the purpose as stated in ARTICLE 1, SECTION 2, may be accorded a junior membership for \$1.00 per year.
- SECTION 6** An honorary membership can be awarded to those members when the chapter board of directors feel have exemplified themselves as chapter members for numerous years.
- SECTION 7** Chapter Members may be expelled for conduct which is intimidating, threatening, pugnacious, belligerent or otherwise harmful to members of the chapter Association or which impairs the functioning or damages the reputation of the chapter. If such conduct shall be brought to the Board's attention and the majority of the Board determines that expulsion of the member should be considered, the Board shall appoint a Committee of three regular members who are not on the Board. The Committee shall investigate and submit a written report to the Board stating the results of its investigation and its recommendation. If expulsion or other disciplinary action shall be recommended, the Board shall consider such recommendation at a hearing at the next Regular or Special meeting and give the accused member at least ten (10) days notice of such hearing. The Board shall consider the Committee's report, shall give the defending member the opportunity to be heard, and may consider the statements of other persons present to the extent that they are relevant. Only Board Members present at the hearing may vote, and no member shall be expelled except by the vote of two-thirds (2/3) of a quorum; lesser discipline may be

imposed by a majority vote. The Board shall advise the member at least 15 days prior to the effective date of the action taken.

A member whom the Board has voted to expel or discipline may appeal the Board's decision by giving written notice of appeal to the Secretary prior to the effective date of the Board Action. Within five (5) days after receiving such notice, the Secretary shall notify the Board of the appeal and shall furnish to the appealing member and the Board a list of Past Presidents and Members of the year who are then Regular Members of the Chapter and are not currently on the Board. Within five (5) days thereafter the appealing member shall choose one person from the list and notify the Secretary of his or her choice. The Secretary shall notify the Board of the member's choice, and within five (5) days the Board shall choose one person from the list and notify the Secretary of its choice. The Secretary shall notify the two from the list who have been chosen, and the two shall select a third member from the list. The three shall comprise the Appellate Tribunal which shall promptly schedule a hearing, give notice of the hearing, determine whether or not the appealing member should be expelled or disciplined, and notify the appealing member and the Board of its determination. A decision of the Appellate Tribunal shall be final.

ARTICLE III VOTING

SECTION 1 Each member present at a meeting fifteen (15) years of age, or older and in good standing shall be entitled to one (1) vote on all matters voted upon during a regular or special meeting.

SECTION 2 Voting members may appoint another member to serve as proxy representation for the purpose of voting at regular and special meetings. It is the responsibility of that member to obtain proxy representation and it must be in written form (chapter approved proxy) stating who is voting for them and signed by the member seeking proxy representation.

SECTION 3 Voting Board members may appoint another board member to serve as proxy representation for the purpose of voting at Board meetings. It is the responsibility of that board member to obtain proxy representation and it must be in written form (chapter approved proxy) stating who is voting for them and signed by the board member seeking proxy representation. If the Board member fails to attend or obtain proxy representation, then the Board member shall be considered absent from the meeting.

SECTION 4 Associate members may at the time of membership application or renewal designate one person who will be considered a voting member.

SECTION 5 A simple majority of members in good standing, who vote when the organization is in session, shall be required to conduct that business requiring group

action, providing a quorum is present, and except for removal of officers and/or Directors which is provided herein.

ARTICLE IV MEETINGS

SECTION 1 A regular monthly meeting shall be established and held at a time decided by a majority vote at regular meetings.

SECTION 2 Special meetings may be called by the President, or upon written request signed by any three (3) directors, or upon written request signed by any ten (10) voting members in good standing.

SECTION 3 Board meetings shall be held at the convenience of a majority of the directors as needed. Regular members shall be welcome at board meetings but shall have no vote. When any member wants to attend a board meeting, he or she can contact a board member for the meeting date and place.

SECTION 4 Twelve (12) voting members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of this organization. Eight (8) voting members in good standing shall constitute a quorum for a meeting of the Chapter Board of Directors.

SECTION 5 Notice shall be given of all Regular and Special Meetings. Written or verbal notice to the entire membership must be given at least (3) days prior to any special meetings.

**ARTICLE V
OFFICERS AND DIRECTORS**

- SECTION 1** Officers of this organization shall be President, Vice President, Secretary/ Treasurer, and such other officers as the voting membership, may from time to time, create.
- SECTION 2** There shall be 6 Chapter Directors in addition to the Officers, State Board Directors and the immediate past President, who will also serve as a member of the Board. (It is recognized that Directors from various geographical locations are desirable, provided commensurate with member interest.)
- SECTION 3** There shall be 2 State Directors and 1 Alternate Director. These positions shall also carry voting privileges on the Chapter Board of Directors.
- SECTION 4** Any vacancy or vacancies in any office or in the Board of Directors shall be filled by an election by the Board of Directors for the balance of such term (except the President, which will automatically be filled by the Vice President.
- SECTION 5** All elected Officers and Directors must be voting members in good standing.

**ARTICLE VI
DUTIES OF OFFICERS AND DIRECTORS**

- SECTION 1** The supreme power and authority of this organization shall be lodged in the regular and special meetings and the officers and directors shall conform to the wishes and instructions of such organization. The Board of Directors shall manage

and execute the affairs of the organization. When said organization is not in session the Board of Directors shall have all needful authority to execute the purpose of this organization.

- SECTION 2** It shall be the duty of the President to preside at all meetings of the organization and of the Board of Directors, exercise general executive control over the affairs of said organization, and call special meetings of the organization and of its Board of Directors. Perform all other duties pertaining to such office. He or she shall be an ex-officio member of all committees. He or she may also co-sign checks for disbursement of funds.
- SECTION 3** The Vice President shall assist the President when called upon to do so, and in the President's absence shall be vested with all power and duties of the President. He or she may also co-sign checks for disbursement of funds.
- SECTION 4** The Secretary shall record and keep the minutes of all regular, special and board meetings; shall register the names of the members; issues notices and perform such other duties as pertains to such office.
- SECTION 5** The Treasurer shall collect dues, keep and disburse all funds of the organization and shall keep a written account of same, which shall be open for inspection by any member in good standing. The treasurer also will furnish a written or oral report of the state of the finances monthly, and shall be one of the three check signers of record, any two of which may validate a check. All funds shall be kept in a bank account with the Treasurer's choice of bank; that must be

approved by the general membership. There shall be a petty cash fund not to exceed \$30.

SECTION 6 It shall be the duty of the State Directors to attend and represent this organization at all Back Country Horsemen of Montana State Board meetings. These directors shall give reports (written or oral) to the membership upon returning from each State Board meeting. The Alternate State Director is to serve in the absence of one of the State Directors.

ARTICLE VII ELECTIONS

SECTION 1 Election of officers shall be held during the January meeting. All officers and directors shall be elected by a majority vote at the regularly scheduled January meeting.

SECTION 2 Chapter director's vacancies will be filled by two (2) year terms with three (3) vacancies occurring in one year and three (3) the following year.

SECTION 3 State Directors shall be elected to 2-year terms on alternating years. There shall be an alternate elected every year.

SECTION 4 State Directors shall serve no more than 3 consecutive terms.

SECTION 5 No officer shall hold the same office for more than three consecutive terms. There shall be no limit for service by Chapter Directors or the position of Secretary/Treasurer.

SECTION 6 A nominating committee of three members shall be appointed by the President, with the approval of members attending said meeting at least one month prior to the regular election of officers.

SECTION 7 The purpose of the nominating committee shall be to provide a list of suitable candidates for this organization's officers and directors to the membership. Nominations for officers and directors may also be provided by the membership from the floor, prior to election.

ARTICLE VIII REMOVAL OF OFFICERS

SECTION 1 Any officer or director may be relieved of their duties by an action instituted by (1) a two-thirds vote of the Board of Directors or (2) by a majority vote of voting members at a regular meeting.

SECTION 2 Any Chapter Board Director missing three (3) Board Meetings within a twelve (12) month period will be replaced by the Board at the next Board meeting following the third (3) occurrence.

SECTION 3 Any Officer missing four (4) meetings of the Regular and Board meetings within a twelve (12) month period shall be replaced by the Board at the next Board meeting following the fourth (4) occurrence.

SECTION 4 Any State Board Director who twice (2) fails to attend State Board of Directors Meeting or fails to obtain representation by the Alternate in a timely manner within twelve (12) months and/or report (written/oral) on State Meetings shall be removed

from office and replaced by the Alternate State Director. An Alternate will then be chosen by the Chapter Board of Directors.

SECTION 5 An Alternate who twice (2) fails to attend or report when requested by a State Board Director in a timely manner, shall be replaced by an appointment of the Chapter Board of Directors.

SECTION 6 Notification of action to remove an officer or director must be made at the meeting preceding the meeting that the action is to take place.

ARTICLE IX COMMITTEES

SECTION 1 The committees, necessary for the function of this organization, shall be designated by the organization's President.

SECTION 2 The committee chairperson may be appointed by the President. The committee chairperson can then ask other members he or she chooses to help with that said committee, with the approval from the board.

SECTION 3 An audit committee of two shall be appointed by the incoming President from the Board of Directors. This committee shall audit the financial records for the past year. In the event, the Office of Treasurer is changed prior to the annual elections an audit committee shall be appointed to audit the financial records at the time a new Treasurer is elected by the Board of Directors. The committee shall submit a written report at a regular scheduled chapter meeting.

ARTICLE X ORGANIZATIONAL AND CONDUCT REGULATIONS

SECTION 1 No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 2 This Chapter will conduct all meetings within the meeting framework given in "Roberts Rules of Order", which will be used as the final authority in resolving points in meeting conduct and parliamentary procedure.

SECTION 3 No member shall be considered a ‘spokesman’ on any matters with cooperating agencies without the explicit appointment by the President for a specific occasion.

SECTION 4 In the event that familial or domestic relationship exists between two or more Officers and Directors of the chapter, the Board will identify three Officers or Directors to co-sign checks for disbursement of funds so that no conflict of interest occurs.

SECTION 5 The Chapter Board of Directors upon their discretion can call a board meeting into executive session if it is deemed appropriate by a majority vote of the Board.

SECTION 6 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal Tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI AMENDMENTS

SECTION 1 This constitution and by-laws may be amended at any regular meeting or special meeting of the organization by a majority vote; provided that notice of such proposed amendment or amendments shall be given to the organization at the regular meeting preceding the submission of such proposed amendments.

SECTION 2 Amendments and new copies of the revised constitution shall be dated at the top, center of the front page.

