

**BY-LAWS  
OF  
SURFACE CREEK SADDLE CLUB, INC.**

Adopted October 19, 1959  
As Amended March 1960  
As Amended May 23, 1969  
As Amended February 4, 1999  
As Amended November 8, 2005  
As Amended June 11, 2008  
As Amended March 17, 2022

MISSION STATEMENT FOR THE SURFACE CREEK SADDLE CLUB, INC.

This organization shall maintain a facility that will allow a safe environment for equine activities. In doing so, we shall provide a place for youth and people of all ages to be able to explore, understand, and participate in outdoor activities that were the foundation of which the West was built. This organization must understand that teaching this way of life to the youth most certainly instills hard work, honesty, compassion, patience, responsibility, moral values, and ethics.

BE IT KNOWN: That the undersigned Secretary of the Corporation known as SURFACE CREEK SADDLE CLUB, INC. does hereby certify that the by-laws were duly adopted by the members of said Corporation, as the by-laws of said Corporation, on the 17<sup>th</sup> of March, 2022, at a meeting of the members called for such purpose, and that they do now constitute the by-laws of said Corporation.

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Melinda M Katchur, Secretary/Treasurer

# By-Laws of Surface Creek Saddle Club, Inc.

as amended March 17, 2022.

## ARTICLE I OFFICES

Section 1. The principal office of the Corporation in the State of Colorado shall be located in the Town of Cedaredge, County of Delta. The Corporation may have such other offices, within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

## ARTICLE II MEMBERS

Section 1. CLASSES OF MEMBERS: The Corporation shall have members who interested in engaging in or furthering the purposes for which the Corporation is organized as set forth in the Certificate of Corporation. Members will have paid current annual dues and be members in good standing with the Surface Creek Saddle Club, Inc. (SCSC). Classes of members shall be defined as follows:

- (a) **INDIVIDUAL & FAMILY MEMBERS:** Individuals 18 years of age or older, and Families that consist only of immediate family residing at the same address. Individuals under the age of 18 may sign up for an Individual Membership but must have a parent or legal guardian sign the Waiver of Liability on behalf of the minor and be accompanied by an adult while using the arena.
- (b) **GROUP MEMBERS:** Individuals that belong to an SCSC recognized organization. Group Members shall have an established leader of the organization that must be 18 years of age or older. The Group Leader is responsible for collecting membership forms and fees from each member of the group. Individual Group Members are allowed access to the arena outside of group activities as long as they 18 years of age or older or accompanied by an adult.
- (c) **PROFESSIONAL MEMBERS:** Individuals 18 years of age or older that conduct equine related clinics or provide individual lessons. Professional Members are required to provide Waiver of Liability forms for all participants in SCSC approved clinics or lessons. Participants are not considered members of SCSC and are not allowed access to the arena without the Professional Member in attendance.

Section 2. **ADMISSION TO MEMBERSHIP:** Subject to qualifications in the above described, members shall be admitted upon application to the Secretary and upon payment of annual dues as determined at the annual meeting.

Section 3. **VOTING:** Members 18 years of age or older as above defined shall be entitled to vote, and each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. . Family memberships will be entitled to a maximum of two votes, provided both family members are 18 years of age or older.

Section 4. TERMINATION OF MEMBERSHIP: The Board of Directors may suspend or expel a member for cause, by an affirmative vote of 2/3 of the Board, and deem them ineligible for membership.

Section 5. RESIGNATION: Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

### **ARTICLE III MEETINGS OF MEMBERS**

Section 1. ANNUAL MEETING: An annual meeting of the members shall be called by an Officer of the Board of Directors or any two (2) Directors-at-Large, to be held in the first quarter of the year, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible. The date, time and location for the annual meeting will be posted on the SCSC website, social media and an email sent to all members from the previous year at least two weeks prior to the meeting.

Section 2. SPECIAL MEETINGS: Special meetings of the members may be called by an Officer of the Board of Directors or any two (2) Directors-at-Large.

Section 3. QUORUM: A quorum shall be defined as the voting members present at any given meeting.

Section 4. PROXIES: At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 5. VOTING BY MAIL/EMAIL: Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail or email in such manner as the Board of Directors shall determine.

### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. GENERAL POWERS: The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be residents of Colorado and members in good standing with SCSC. Directors must be 18 years or older and a maximum of two members of the same family may serve on the Board.

Section 2. NUMBER AND QUALIFICATIONS: The Board shall consist of a minimum of 7 members, as recognized by the Corporation. Board members are to be elected annually at the first meeting of the year.

Section 3. REGULAR MEETINGS: A regular Annual Meeting of the Board of Directors shall be held without other notice than this by-law, immediately following the Annual Meeting of the Members in order to elect Officers. A regular Annual Budget Meeting shall be held within 30-45 days following the Annual Meeting of the Members. A regular annual Project Planning Meeting shall be held within 30-45 days following the Budget Meeting.

Section 4. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of an Officer or any two (2) Directors-at-Large. The person or persons authorized to call special meeting of the Board may fix any place as the place for holding any special meeting of the Board called by them. Five (5) days notice shall be given for such meeting.

Section 5. QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. In the event a quorum is not present, a proxy shall be allowed.

Section 6. MANNER OF ACTING: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. REMOVAL: Any Director, including Officers, may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the director so removed. The President shall communicate via phone and email to the director being removed to clarify the Board's reasoning for removal from the Board.

Section 8. VACANCIES: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled at the next regular or special member meeting. Until such time, the executive committee of the Board shall act until the Board is whole. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

## **ARTICLE V OFFICERS**

Section 1. EXECUTIVE COMMITTEE: The Executive Committee shall consist of one President; one Vice President, and a Secretary/Treasurer, and such other officers as it shall deem desirable.

Section 2. ELECTION AND TERM OF OFFICE: The Officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. PRESIDENT: The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 to the Corporation; and in general He/She 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.

Section 5. VICE PRESIDENT: In the absence of the President or in event of his/her inability or refusal to act, the Vice President 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. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. SECRETARY/TREASURER: The Secretary duties shall include the keeping of the minutes of each meeting, carry on all official correspondence of the Corporation, and keep a correct enrollment of the members of the Club. Solicit and manage the grant process. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time. Treasurer duties require that he/she shall receive and keep safely all funds of the organization, keeping a record of all receipts and expenditures. An annual report is to be made at the annual meeting of each year in addition to making a report of receipts and disbursements at each regular meeting.

Section 7. DIRECTORS-AT-LARGE: The remaining Directors shall be responsible for overseeing the effective operations of SCSC to include one or more of the following tasks:

- (a) Solicitation of Corporate Sponsors and purchasing of prizes
- (b) Management of events to include Gymkhanas and arena rentals
- (c) Arena Maintenance and Projects
- (d) Ground Preparation for events
- (d) Coordination of Volunteers for all events
- (e) Manage the SCSC website and online registration platform

**ARTICLE VI  
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1. CHECKS, DRAFTS, ETC: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Corporation.

Section 2. DEPOSITS: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. GIFTS: The Board of Directors may but is not required to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE VII  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE VIII  
DUES**

Section 1. ANNUAL DUES: The Board of Directors may determine from time to time the amount of annual due payable to the Corporation by the members.

Section 2. PAYMENT OF DUES: Dues shall be payable prior to admission to the facility during each fiscal year. Failure to pay the dues will result in termination of admission.

**ARTICLE VIII  
SEAL**

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal – Colorado."

**ARTICLE X  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Colorado or under the provisions of the articles of the incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI  
AMENDMENTS TO BY-LAWS AND CERTIFICATE OF INCORPORATION**

These by-laws and the Certificate of Incorporation may be altered, amended or repealed and new by-laws may be adopted by a majority of the regular members having voting rights at any regular meeting of the members or at any special meeting of the members, if at least ten (10) days written notice (through whatever means available) is given of intention to alter or amend these by-laws or the Certificate of Incorporation, or to repeal and adopt by-laws at such meeting.

**ARTICLE XII  
RESTRICTION ON SALE OR MORTGAGE OF CORPORATION PROPERTY**

Sale or mortgage of real estate owned by the Corporation must be approved by a 75% vote of both the Board and the membership in that order. A quorum is not acceptable in this article.

**ARTICLE XIII  
RESTRICTION ON USE OF PROPERTY BY OTHER CORPORATIONS, ASSOCIATIONS,  
PERSON OR ORGANIZATION**

In the event any other corporation, association, person, or organization desires to lease, rent, or use the real property of this Corporation, the matter shall be brought before the Board, via a regular or special Board Meeting, before any such lease, rental or use agreement shall be approved.

**ARTICLE XIV  
NONDISCRIMINATION CLAUSE**

This organization's members or officers shall not discriminate unlawfully against any prospective member because of race, creed, color, sex, marital status, physical or mental handicap, religion, or ancestry of such person.

**ARTICLE XV  
CHARITABLE DISSOLUTION**

In the event of dissolution of this Corporation, all assets, both real and monetary, shall be disposed to a charitable or tax exempt, nonprofit organization. Such organizations shall be defined by the voting members as described in Article III, or these by-laws.

**ARTICLE XVI  
CHARITABLE ORGANIZATION**

This Corporation shall, through charity by all its assets and members, provide a facility. This will be used for educational and recreational equine, livestock, and other related activities. It is available to the public as defined by Article XIV of these by-laws.

**ARTICLE XVII  
BUILDING FUND ACCOUNTS**

A bank savings account or CD to contain all monies received from grants and donations for capital projects or expenditures in order to maintain and/or enhance the SCSC facility shall be established in the name of the Surface Creek Saddle Club, Inc. These accounts will be governed by all the rules and restrictions of the Incorporation's 501-C-3 designation. Disbursements from these accounts will be made by documented invoices. These invoices will be approved by the Board of Directors. Approval of payment will be made by a majority decision of this board.