

1. Name

The name of this chapter, which is a non-profit corporation, shall be the Back Country Horsemen of Big South Fork.

2. Purpose

2.1. Nonprofit Purpose

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.2. Specific Purpose

The purpose of this organization shall be:

1. To assist the various government and private agencies in the establishment, maintenance and management of trails and other backcountry resources.
2. To work to ensure that public lands remain open to recreational stock use.
3. To educate and encourage the wise use of the back-country resource by horsemen and the general public.
4. To perpetuate the common-sense use and enjoyment of horses in America's backcountry and wilderness areas.
5. To actively involve youth in activities related to our purpose, and maintain a family-oriented organization.

3. Membership

3.1. Eligibility

Membership is open to any individual interested in promoting the purpose stated above.

3.2. Membership Types

Individual, Family (consisting of up to two adults and any number of children under the age of 18, all living at the same address).

3.3. Dues

Dues shall be determined by majority vote of the membership. The membership year corresponds to the calendar year (January to December). Dues shall be paid by January 1st. Any first-time member joining after October 1st shall have their membership valid through the end of the following year. Dues shall be considered delinquent when not paid within one month of the January 1st date. Delinquency in payment of the annual dues shall remove a member from "good standing" and said member shall relinquish all voting rights and privileges. The holding of any office or membership on any committee shall be contingent upon the members being in "good standing."

4. Voting

4.1. Voting Eligibility

All members in good standing are entitled to vote on all matters voted upon during membership meetings. Individual members have one vote, while family members have one vote per adult (up to two).

4.2. Quorum

For a vote on any matter to be accepted, a quorum must be present at the meeting. At official meetings, 15% of the voting membership present will constitute a quorum. At a board meeting, a simple majority (3) shall constitute a quorum. Exceptions are noted in sections 9.1 and 9.3 below.

A member is considered to be present when they are physically or virtually present.

4.3. Proxy Votes

If a member wishes to vote on a matter, but cannot attend the meeting, the member may still vote by providing a written notice. The notice should contain the member's name, member's signature, the subject of the vote and the member's decision. The written notice may be delivered by any means to the person tallying the votes, before or during the voting process.

5. Meetings

5.1. Membership meetings

Official membership meetings shall be held every December, and as needed for official business. The meeting place will be set by the president.

Special meetings may be called by the board. The meeting place will be set by the board.

Adequate notice will be provided to membership of official and special meetings. Meeting announcements will be by email and the chapter Facebook page.

Meetings may be held either physically or virtually using a remote conferencing capability like Webex or Zoom.

5.2. Board Meetings

Board meetings shall be held as needed to provide oversight and ensure the organization is operating in accordance with the corporate charter.

One board meeting will be held at the end of each year. In that meeting the operation during that year will be reviewed. The board will check for compliance with the corporate charter and other governing documents.

Regular members are welcome to attend board meetings but they shall have no vote. Anyone who wants to attend a board meeting should contact a board member for the time and place and indicate if they have a matter they wish to present to the board.

6. Directors, Officers

6.1. Directors

The board shall consist of five (5) directors.

6.2. Officers

The offices of this organization are president, vice president, secretary and treasurer.

6.3. Vacancies

Any vacancy for any officer or director for the balance of such term shall be filled by appointment of the board, accepting the presidency, which will automatically be filled by the vice president.

7. Duties of Directors, Officers

7.1. Board of Directors

The board shall provide an oversight function. The board may remove any officer, director, or member as described in Section 9.0

7.2. President

It shall be the duty of the President to preside at all official meetings of the organization and of the board, and to exercise general executive control over the affairs of the organization, and to call special meetings of the members and/or the board, and to perform all other duties pertaining to such office. He shall be an ex-officio member of all committees. The President may appoint the Vice President in his absence to conduct official and special meetings. President shall be one of the three check signers of record.

7.3. Vice President

The Vice President shall assist the President when called upon to do so, and in his absence, shall be vested with all the powers and duties of the president. The vice president shall be one of the three check signers of record.

7.4. Secretary

The Secretary shall record and keep the minutes of all regular and special board and membership meetings. If the secretary is unable to attend a membership meeting, the president may temporarily appoint someone else to serve in that role for that meeting.

7.5. Treasurer

The Treasurer shall collect dues, keep and disburse all the funds of the organization and shall keep a written account of same which shall be open for inspection by any member in good standing, and shall furnish a written report of the state of the finances monthly, and shall be one of the three check signers of record. All funds shall be kept in a bank account. The treasurer shall be responsible for the submission of any records and tax returns required by law including those required by the IRS and Tennessee Secretary of State.

The treasurer shall maintain a "good standing" membership list.

Prior to disbursement of funds greater than one thousand dollars, the proposal for such disbursement must be discussed and approved by the membership at official or special meetings. Disbursement of funds up to one thousand dollars will be approved by a two third vote of the Board of Directors.

8. Elections

8.1. Election of Directors and Officers

All officers and directors shall be elected by a majority vote during the last membership meeting of the year.

Each of the four officers will also be a director.

The fifth director is not an officer.

8.2. Terms

All officers and directors shall serve a one-year term.

8.3. Nominating Committee

The president shall appoint a nominating committee of three members two months prior to the regular election of directors and officers. The purpose of the nomination committee shall be to provide a list of suitable candidates for officers and directors to the membership. The list shall be made available to the members one month prior to the election. Any member shall be allowed to submit a nomination to the committee. Nominations may also be made from the floor during the election.

9. Removal of Directors / Officers / Members

9.1. *Removal Process*

Any director, or officer may be relieved of his duties by an action instituted by (1) two thirds vote of the board of directors or (2) a majority vote of voting members at official or special meeting. Relieving a director or officer of their duties does not change their membership standing.

Any member may be removed from the membership roles by a majority vote of voting members at an official or special meeting. Members who have been removed can be reinstated by a majority vote of voting members at official or special meetings.

9.2. *Notification*

Notification of action to remove an officer, director, or member must be made in the meeting announcement to the membership prior to the meeting that the action is to take place.

9.3. *Absenteeism*

If any board member misses over two consecutive board meetings without a just reason accepted by the board, the position may be declared vacant and will be replaced by appointment of the board.

10. Committees

10.1. *Creation*

Committees to aid the function of this organization shall be designated by the President with the approval of the members by a majority vote.

10.2. *Composition*

The committee chair shall be appointed by the President with the approval of the members by a majority vote and will in turn appoint their committees' members as necessary to accomplish their committees' functions. Committees must be composed of members in good standing. Each committee will have at least one member, the committee chair. The chair can add or remove members to the committee as needed.

10.3. *Disbanding*

When a committee is no longer needed it can be disbanded by the president with the approval of the members by a majority vote.

11. Conflict of Interest Policy and Compensation

Article I

Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective

action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Statements

Any director, principal officer, or member of a committee with governing board delegated powers shall sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,

- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining,
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

12. Indemnification

12.1. General

To the full extent authorized under the laws of the State of Tennessee, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to

be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

12.2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

12.3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

13. Amendments

13.1. Articles of Incorporation

The Articles may be amended in any manner at any official or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office. The president shall be responsible for filing the updated charter with all government agencies as required by law.

13.2. Bylaws

The members may amend these Bylaws by majority vote at any official or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to the members along with the meeting announcement via email.

13.3. Liquidation, Dissolution, or Termination

In the event of liquidation, dissolution, or termination of this corporation, any assets remaining shall be transferred to the Back Country Horsemen of Tennessee or to another Back Country Horsemen organization as determined by the Board of Directors of the Back Country Horsemen of Tennessee.

Signatures

These bylaws including the Conflict-of-Interest Statement were approved by the board of directors as follows:

President: Keith Holley *Keith Holley 01/01/2025*

Vice President: Mary Jo Krutak *Mary Jo Krutak 01/02/2025*

Treasurer: Rick Smith *Rick Smith 01-03-2025*

Secretary: Susan Riggan *Susan Riggan 1/2/2025*

Member At Large: Robin Wilcox *Robin Wilcox 1/1/2025*