

BY-LAWS

East Valley Chapter of the BACK COUNTRY HORSEMEN of Arizona

Known hereinafter as the East Valley Back Country Horsemen ("EVBCH") or Chapter
Adopted, February 23, 2017
Revision of January 15, 2023

ARTICLE 1. PURPOSE

The purpose of this organization shall be:

1. To perpetuate the common sense use and enjoyment of horses in America's Back Country and Wilderness areas.
2. To work to ensure that public lands remain open to recreational stock use.
3. To assist various government, state, local and private agencies in their maintenance and management of said resource.
4. To educate, encourage, and solicit active participation in the wise and sustaining use of the Back Country resource by horsemen and the general public commensurate with our heritage; and,
5. To foster and encourage the formation of new Back Country Horsemen organizations.

ARTICLE 2: MEMBERSHIP

Section 1. Membership shall be open to anyone who is committed to the purposes of EVBCH as stated in Article 1.

Section 2. Membership classifications shall be "Single" and "Family."

Section 3. Membership shall correspond to the calendar year from October 1st to September 30th.

Section 4. New members are required to complete the Chapter membership application. Renewing members from the previous year may not be required to complete a new application. Former members whose membership has lapsed, that are rejoining the Chapter shall complete a new membership application.

Section 5. New, renewing, and rejoining members shall be required to sign the Hold Harmless Agreement of the Chapter as a condition of membership.

Section 6. Members shall be required to notify the Secretary as soon as possible of any change in their permanent address, phone numbers (cell and landline), and e-mail as well as changes in their local address, phone numbers (cell and landline) and e-mail.

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ARTICLE 3: DUES

Section 1. Dues shall be determined by a simple majority vote of the membership.

Section 2. Annual dues shall be due and payable on the first day of October January of each year. Dues shall be considered delinquent when not paid by December 1st of each year.

Section 3. Delinquency in payment of annual dues shall remove a member from "good standing" and said member shall relinquish all rights and privileges in that year as well as up to and including January 1st of the following year.

Section 4. The holding of any position as an officer, director, chairperson of a committee of the Chapter, or member of any committee, shall be contingent upon the member being in good standing — dues having been paid on or before November 1st and the Hold Harmless Agreement having completed and signed.

Section 5. If a person is already a member of another chapter of the Back Country Horsemen in another state, such person shall become a member of this Chapter by paying: (a) the dues for this Chapter and (b) the dues for the Back Country Horsemen of Arizona. Such person does not have to pay national dues to this Chapter as these dues were previously paid in his or her home chapter.

ARTICLE 4: VOTING

Section 1. Single members (must be 18 years of age or older) shall be entitled to one voting right. Family members, 18 years or older shall have two voting rights. Only members in good standing may exercise the right to vote on matters of Chapter business in the current fiscal year and this right to vote shall extend through October 30th of the following year.

Section 2. A simple majority of members in good standing, voting when the Chapter is in session, shall be required to conduct that business requiring group action, provided a quorum (see Article 4, Section 3) is present, except for the removal of officers or directors (see Article 10) which is provided herein.

Section 3. Ten (10) members in good standing shall constitute a quorum for the transaction of any legal business at any General or Special meeting of the Chapter.

Section 4. In order to vote, a member shall be present at the General or Special Meeting. Members shall not delegate or assign another member to vote on his or her behalf.

Section 5. In the situation where a Special meeting or Board of Directors meeting has been called, and (a) the members of the Chapter for a Special meeting or (b) the officers and directors for a Board of Directors meeting cannot meet in person a virtual meeting or teleconference call shall be acceptable to conduct business. The members on a virtual meeting or teleconference call for a Special meeting or the officers and directors for a Board of Directors meeting shall be polled and shall be allowed to vote on a roll call basis. The vote on such a

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virtual meeting or teleconference call shall be valid and binding with the same effect as a physical meeting.

Section 6. Elections will be held in January. On-line voting will be done whenever possible.

ARTICLE 5: MEETINGS

Section 1 General meetings will be scheduled to be held in November, December, January, February and March when possible.

Section 2. Special meetings may be called by the President by e-mail request shall be considered acceptable. When requirements for a Special meeting have been met, the President shall call for a Special meeting in a timely manner.

Section 3. Board of Director meetings (see Article 6 —Officers and Directors) shall be held at the convenience of a majority of the Board members. The Board shall meet several times per year or as needed. Members shall be welcome at Board meetings but shall have no vote. When any member wants to attend a Board meeting, the member shall contact any Board member to obtain the date and place. If such member wants to attend a Board meeting, and wants a specific topic to be discussed, such member shall request to have the topic placed on the agenda of the Board at least four (4) business days in advance. Such request shall provide a brief description of the issue, any relevant background, and a recommended resolution if any. Notwithstanding this requirement, the Board shall be receptive on an exceptional basis to members who have not met this time requirement and attend the Board meeting after new business.

Section 4. Notice shall be given to all members of meetings and such notice shall be made in a timely manner primarily via e-mail and secondarily via Facebook.

Section 5. Given the wide geographic distribution of our members — Board and Special meetings but not General meetings may be conducted through a virtual visit or teleconference call which is a standard business practice.

Section 6. An agenda shall be sent to all members regarding all General and Special meetings at least four (4) business days before the meeting date and shall be sent primarily via e-mail. Minutes of all General, Special, and Board meetings shall be prepared and distributed via e-mail in a timely manner.

ARTICLE 6: OFFICERS AND DIRECTORS

Section 1. Officers of the Chapter shall consist of a President, Vice President, Secretary, and Treasurer. There shall also be three (3) voting Directors and one (1) non-voting alternate Director. The officers and three (3) voting directors, including the (1) non-voting alternate director, shall constitute the Board of Directors for the Chapter. Each officer and voting director on the Board shall have one (1) vote. The non-voting alternate director shall have no vote, unless one (1) of the three (3) voting directors is absent. If there is a tie vote among the Board of Directors, the President's vote shall take precedence and supersede any tie vote.

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Section 2. The election of officers and directors shall be conducted at the General meeting or online in January the Annual meeting (see Article 8, Elections) and the newly elected officers and directors shall assume their positions on February 1.

Section 3. For all officers and directors, a term of office is two (2) years. Officers, the three (3) voting directors, and the one (1) non-voting alternate director shall be able to serve up to three (3) terms for a cumulative total of six (6) years in that specific position. Inasmuch as some positions may be difficult to fill, the members at the General meeting in January the Annual meeting shall be empowered to approve multiple and successive two (2) year terms as required and deemed prudent and reasonable.

Section 4. To the extent possible, officers as well as the three (3) voting directors and the one (1) non-voting alternate director shall serve staggered terms. President, Treasurer, (1) Director at Large shall be elected on odd years, Vice President, Secretary, (2) Directors at Large, and Alternate Director will be elected on even years.

Section 5. The three (3) voting directors of the Chapter shall serve on the Back Country Horsemen Arizona State Board of Directors as voting directors of the State organization. The non-voting alternate director of the Chapter shall attend the State meeting each January but shall have no vote. The non-voting alternate director of the Chapter will automatically replace one of the Chapter's three (3) voting directors, if one (1) of the three (3) voting directors shall be unable to attend the State meeting(s) or shall become incapacitated in which case when elevated to a State director he or she shall have one (1) vote. These By-Laws recognize the three (3) voting directors, and one (1) non-voting alternate director may be from various geographic locations commensurate with their interest to be active and involved as Chapter and State directors.

Section 6. In the event that any of the three (3) voting director's absence shall become permanent, the non-voting alternate director of the Chapter shall advance automatically to the voting director position and shall serve the remainder of that voting director's term which could be longer or shorter than his or her current term as a non-voting alternate director. A new non-voting alternate director shall be appointed as a replacement by the Board of Directors of the Chapter as soon as possible and the President of the State Board of Directors shall be advised in a timely manner.

Section 7. If one (1) of the three (3) voting directors of the Chapter is elected as State President, then the non-voting alternate director of the Chapter shall advance automatically to the voting director position and shall serve the remainder of that voting director's term which could be longer or shorter than his or her current term as a non-voting alternate director.

Section 8. Any vacancy in any office of the Board of Directors of the Chapter shall be filled by a vote of the Board of Directors for the remainder of the term, except for the position of President which vacancy shall automatically be filled by the Vice President of the Chapter.

Section 9. All elected officers and directors shall be members in good standing.

ARTICLE 7: DUTIES OF OFFICERS AND DIRECTORS

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Section 1. The power and authority of the Chapter shall be vested in the membership. The officers and directors, the Board of Directors shall conform to the wishes and instructions of the membership. Subject to the rules of these By-Laws, the Board of Directors shall manage and execute the affairs of the Chapter. When the Chapter is not in session, the officers and directors, the Board of Directors, shall have all needful authority to manage the activities of the Chapter. To avoid conflicts of interest, closely related members serving as officers and directors, is discouraged.

Section 2. **The President**, or his delegated representative, shall provide leadership for the Chapter and preside at meetings; shall exercise general executive and administrative authority and control over the affairs of the Chapter; shall delegate duties and responsibilities as appropriate; shall sign all official Chapter documents; shall consult with, and assist the Treasurer, in maintaining and developing sound financial controls and practices; shall delegate responsibility and independence to committees within Chapter guidelines; shall call Special meetings of the membership and Board of Directors; shall assist the Vice President in the acquisition and development of new members, retention and renewal of existing members, and recapture or reacquisition of former members; and, shall perform all other normal duties pertaining to the office of the President. The President shall be responsible for all communication with the State President. The President shall appoint all committee chairpersons and shall be an ex-officio member of all committees. The President shall sign checks for the disbursement of funds in the absence of the Treasurer.

Section 3. The **Vice President** shall assist the President when called upon to do so. In the absence of the President, the Vice President shall be vested with all the powers and duties of the President. The Vice President shall give special attention to the acquisition and development of new members, the retention and renewal of existing members, and recapture or reacquisition of former members. The Vice President shall be authorized to establish a Membership Committee to fulfill this duty.

Section 3 (a). The **Vice President** shall be responsible for the collection of all volunteer hours each year from January 1 through December 31, shall calculate the U.S. dollar equivalent of all volunteer hours per current guidelines from the Back Country Horsemen of America the National organization; and, after the approval of the Board of Directors of the Chapter, report such information to the State Board of Directors for consolidation at the State level before January 30 of each year. It is understood the collection and calculation of volunteer hours may be delegated to another member as appropriate and such delegation of authority shall be approved by the Board of Directors of the Chapter.

Section 4. The **Secretary** or designee shall record and permanently file the minutes of all General, Special and Board of Director meetings; shall keep the membership list of the Chapter up to date including current home and Arizona addresses (if different), current home and Arizona telephone numbers cell and landline (if different) — and current home and Arizona e-mail addresses (if different); shall issue notices and other communications as directed; shall keep all membership applications; shall keep all Hold Harmless Agreements signed by members and shall maintain a separate column on the membership list of members who have signed the Hold Harmless Agreement and members who have not; shall record all members in good standing who have met the requirements to vote having paid dues by September 30 and completed and signed the Hold Harmless Agreement of the Chapter such signing shall require a

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single signature for a single membership and multiple signatures for a family membership; and, shall perform such other duties as pertains to this office.

Section 5. The **Treasurer** shall be responsible for the financial control and safety of all Chapter funds; shall collect dues, keep and disburse funds of the Chapter, and pay State and National dues in a timely manner; shall give financial reports to the membership on a regular basis; shall keep financial records of income and expenditures; shall keep a written account of same which shall be open for inspection by any member in good standing; shall participate in the creation of all budgets and audits; shall assist and coordinate with the Secretary to assure dues paid by members on or before September 30th of each year are reflected in the "right to vote" column on the membership list; and, shall make an annual financial report to the membership at the General meeting every January the Annual meeting on the state of Chapter finances.

Section 5 (a). All Chapter operating day to day funds shall be kept in one (1) bank account and no petty cash fund shall be authorized. The primary source of funds for the operating account shall be Chapter dues. The President shall be an additional authorized signer on the operating bank account and will disburse funds in the absence or incapacitation of the Treasurer. All incurred expenses, requests by members for reimbursement, and/or accounts due and payable, shall be presented to the Board of Directors of the Chapter for approval before any disbursement of funds shall be made.

Section 5 (b) The **Treasurer** shall be authorized to open a non-operating account savings account to keep monies received from donations, fund raising activities or other sources. The funds in the non-operating account shall not be used to cover a deficit in the operating account, unless approved by the Board of Directors and only in extreme circumstances. All distributions shall be approved by the Board of Directors. After approval, the Treasurer shall disburse funds from the savings account, and if absent or incapacitated, the President shall be empowered to sign the check. A bank credit card may be established with a monetary limit set by the Board of Directors. Signers will be the Treasurer, and President. Electronic means may be used to pay expenses.

Section 6. The three (3) voting directors shall represent the Chapter at the State Board of Directors meeting each January. The three (3) voting directors shall be responsible for the flow of information to and from the State Board of Directors to the Board of Directors of the Chapter; shall make periodic reports on the activities of the State Board of Directors to the members of the Chapter; and shall inform the Board of Directors of the Chapter in a timely manner of any action required to be taken by the Board of Directors of the Chapter and/or the Chapter membership.

Section 7. The Board of Directors shall embrace the principles of good corporate governance, due diligence, and high personal and ethical standards in all matters related to the welfare, administration, and enduring benefit of the Chapter and it's members.

ARTICLE 8: ELECTIONS

Section 1. Officers and directors shall be elected by a majority vote. On-line voting may be conducted. ~~at the General meeting in January—the Annual meeting.~~ Newly elected officers

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and directors shall serve from February 1 through January 31 of the following year. For newly elected officers and directors, the year February 1 to January 31 will represent the first year of their two (2) year term.

Section 2. A nominating committee of at least three (3) members in good standing shall be appointed by the Board at least 45 business days prior to the General meeting in January — the Annual meeting. The nominating committee shall select a slate of suitable candidates for the open officer and director positions. On-line voting for candidates shall be conducted in January. ~~electd at the General meeting — the Annual meeting — in January.~~

Section 3. The candidates for officer and director positions must be in good standing to qualify as a nominee. Prior to any vote or election at the General meeting in January, additional nominations for any open officer or director position may be made by members in attendance.

Section 4. In order to vote for officers and directors, a member shall be present at the General meeting in January or complete their online vote by January 15th and shall not delegate or assign another member to vote on his or her behalf.

ARTICLE 9: COMMITTEES

Section 1. Committees, necessary for the functioning of the Chapter, shall be created by the President with the approval of the Board of Directors.

Section 2. Committee chairpersons shall be members in good standing and shall be appointed by the President with the approval of the Board of Directors. The term of a committee chairperson shall be two (2) years.

Section 3. Committee chairpersons shall appoint members of their committee as necessary to accomplish the functions of the committee. Committee members shall be in good standing. Each committee shall have a minimum of two members. The chairperson of a Committee may appoint a person to his or her committee with special expertise who may not be a member of the Chapter, but such appointment shall be approved by the Board of Directors of the Chapter. A non-member shall not be a chairperson under any circumstances.

Section 4. The Board of Directors shall appoint at least two (2) members in good standing to review and audit the Treasurer's records prior to the General meeting in January the Annual meeting and the members conducting the audit shall make a report to the membership at the Annual meeting.

Section 5. The national organization recommends every Chapter have a standing Public Lands Committee listed as part of the By-Laws. A Public Lands Committee is key for working with land management agencies on issues of both local and national importance. Other possible committees shall be considered but are not required including: (a) a USFS Adopt-A-Trail Committee (Mesa and Globe); (b) a Reconnaissance and Trail Maintenance Committee; (c) a Pack Animal and Back Country Support Committee; (d) a Membership Committee under the Vice President; (e) a Speakers Committee for General meetings; (f) a Health, Education, and Safety Committee (Survival Training, CPR/First/Aid, Trail and Horse Safety, etc.); (h) a GPS

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Training and Trail Mapping Committee; (i) a Publicity, Media, and Brand Development Committee; and any other Committees that shall be recommended from time to time.

ARTICLE 10: REMOVAL OF OFFICERS AND DIRECTORS

Section 1. Any officer, director, or member whose conduct has not been in the best interests of the Chapter shall be removed from participation in activities of the Chapter by a two-thirds (2/3) vote of the members in good standing at a General meeting.

Section 2. Notification of intent to remove an officer or director or member must be made known at the General meeting preceding the General meeting that the action is to take place. Between General meetings (October to April), the President may call a Special meeting of members via a teleconference call or virtual meeting to provide notification of intent to remove an officer or director or member. If a second meeting cannot be a General meeting, the President shall set up a second Special meeting via a teleconference call or virtual meeting and such Special meeting shall be scheduled within thirty (30) business days. Two-thirds vote of the members in good standing on the teleconference call or virtual meeting of the second General or Special meeting shall be required for removal of any officer, director, or member.

Section 3. An officer or director or member who is removed shall be informed in writing in a timely manner of the action taken by the membership.

Section 4. Any Board member, officers and three (3) voting directors and one (1) alternate non-voting director, missing more than three (3) consecutive Board meetings without an excused absence from the President, shall be replaced by the Board. Missing a meeting of the Board of Directors of the Chapter shall include Board meetings held via a teleconference call or virtual meeting.

ARTICLE 11: AMENDMENTS AND REVIEW

Section 1. These Bylaws may be amended at any General or Special meeting by a majority vote, the quorum requirement having been met (see Art. 4, Sec. 3) provided notice of such proposed amendment and a "first reading" be given to the membership at a General or Special meeting preceding the vote on the amendment.

Section 2. The "first reading" may be accomplished by either (a) sending an e-mail to members 30 business days in advance of the vote on the amendment or by (b) having a teleconference call or virtual meeting 30 business days in advance of the vote on the amendment. When it is not possible to have a General or Special meeting for the final vote, the final vote shall be accomplished via e-mail or a teleconference or virtual meeting roll call.

Section 3. Bylaws will be reviewed every three (3) years at a minimum. Final approval of the Bylaws will be done by a majority vote of the Board of Directors. On-line, teleconference via roll call, or in-person voting may be done where appropriate.

ARTICLE 12: LIQUIDATION, DISSOLUTION OR TERMINATION

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Section 1. In the event of liquidation, dissolution, or termination of the Chapter, any assets remaining will be transferred to the Back Country Horsemen of Arizona the State organization.

Section 2. In the event of liquidation, dissolution, or termination of the Chapter and the Back Country Horsemen of Arizona, the State organization, has previously or simultaneously gone into liquidation, dissolution, or termination any remaining assets of the Chapter shall be transferred either: (a) to the Back Country Horsemen Education Foundation of America 501(c)(3) or (b) to another Back Country Horsemen Chapter in Arizona as determined by the Board of Directors of the Back Country Horsemen of America.

These By-Laws of the East Valley Back Country Horsemen of Arizona Chapter have been duly adopted this day January 15, 2023. The By-laws may be amended at any annual meeting by a majority vote of the members, in good standing the quorum requirement having been met and fully replace any previous By-Laws or representation of previous By-Laws and are signed and attested to by the duly elected Board of Directors of the Chapter.

President *Burley A. Pickett*

Vice President *Shelby Thattuck*

Treasurer *Walter "Chip" Wilson*

EV BCH Bylaws Revised 1-15-2023