

BENT TREE SADDLE CLUB BY-LAWS
(Revised 01/25/14)

ARTICLE I

NAME

- 1.0 The name of the organization is the Bent Tree Saddle Club referred to hereinafter as the "CLUB".

ARTICLE II

PURPOSE

- 2.0 The principal purpose of the CLUB is to support and promote various equine related activities for the enjoyment of its membership and the enhancement of the Bent Tree Equestrian Facilities.

ARTICLE III

MEMBERSHIP

- 3.0 Classes of Membership. The organization recognizes five classes of membership:
- 3.0.1 Full Member. A Full Member is an Adult (a person of at least 18 years of age on the date of application for the membership year). The Full Member shall apply for membership and pay the applicable fees for membership as specified by the Executive Committee under Article IV.
 - 3.0.2 Social Member. A Social Member is an Adult who is a member of the same household as a Full Member. A Social Member is eligible to participate in all non-equestrian activities of the Club.
 - 3.0.3 Lifetime Honorary Member. When deemed to be in the best interest of the Club, the Executive Committee may grant lifetime honorary memberships. Lifetime Honorary Members have the same standing in the Club as Full Members.
 - 3.0.4 Honorary Member. When deemed to be in the best interest of the Club, the Executive Committee may grant annual honorary memberships.
 - 3.0.5 Youth Member. Children, defined for these By-Laws as a person who is less than 18 years on the date of application for the membership year. A

Youth Member must be a member of the household of a Full Member as defined above who is the parent, grandparent or legal guardian of said child. Youth Members may participate in all activities of the CLUB subject to the attendance policies as defined in the policy manual. See the policy manual also for GUARDIANSHIP requirements in the event an adult member of the household is unable to be present at an event with the Youth Member.

- 3.1 Application for Membership. Acceptance of members is the responsibility of the Executive Committee in accordance with the By-Laws. An individual desiring to become a member shall make written request on an official membership form in accordance with then current policies. The Secretary shall process the applications and present periodic reports to the Executive Committee.
 - 3.1.1 The Executive Committee shall have final authority on acceptance or rejection of all applications.
 - 3.1.2 The Secretary shall arrange for and maintain appropriate data and statistics on the membership, including the payment of dues.
 - 3.1.3 The Secretary shall ensure that new members are appropriately and productively inducted into the activities of the CLUB and are aware of the CLUB By-Laws and Policies.
- 3.2 Obligations of All Members.
 - 3.2.1 All Members shall be expected to abide by these By-Laws and the Policies of the CLUB. Members are expected to attend the CLUB meetings regularly and to participate in the activities of this CLUB in a congenial manner. Further, all CLUB members are expected to observe safety rules and general standards of adult behavior in equestrian activities.
 - 3.2.2 All members shall hold the CLUB blameless from any actions of other members or speakers at general meetings.
- 3.3 Termination of Membership. Continuation of membership is contingent upon continuing to fulfill the qualifications of membership and abiding by these By-Laws and Policies. Failure to comply shall be determined by a majority vote of the Executive Committee and shall be grounds for termination of membership.
- 3.4 Reinstatement of Membership. Any former member may apply for reinstatement if qualified for membership in accordance with the By-Laws. Application for reinstatement must include assurance that the cause for membership loss has been remedied.

3.5 Rights of Members.

- 3.5.1 Voting. All Full, Social and Lifetime Honorary Members shall constitute the membership for purposes of voting. Election of officers and changes to the By-Laws require membership votes. The membership shall have the right to approach the Executive Committee with recommendations for changes or additions to the Policies, but the membership will not vote on CLUB policies.
- 3.5.2 Petitions. Full, Social and Lifetime Honorary Members are eligible to sign petitions for the purpose described in these By-Laws.
- 3.5.3 Official Notices of the CLUB. Full, Social, Lifetime Honorary and Honorary Members are entitled to receive copies of all official notices of the CLUB.

ARTICLE IV

EXECUTIVE COMMITTEE

- 4.0 The Executive Committee is a Standing Committee of the CLUB, formed on an annual basis.
 - 4.0.1 Duties and Powers. All organization powers shall be exercised by the Executive Committee as provided by these By-Laws, but the Officers shall act only as a committee and the individual Officers shall have no power as such. Among such powers are:
 - 4.0.1.1 Making the decisions concerning the arrangements for General Meetings, rules of conduct, regulation of CLUB activities, and administrative matters.
 - 4.0.1.2 Development, determination, and implementation of CLUB policies. A Policy Manual shall be established as a repository of all policies. If a Policy (or change thereto) is established by the Executive Committee, it shall be promptly communicated to the CLUB membership by means of the newsletter and the Policy Manual shall be promptly updated and posted. The CLUB Secretary shall be responsible for maintenance of the Policy Manual.
 - 4.0.1.3 Interpretation and implementation of decisions of the Members and the Executive Committee.
 - 4.0.1.4 Establishment of initiation, membership, or activity fees.

4.0.1.5 Approval of and use of the CLUB name, in whole or in part, by other organizations.

4.0.1.6 Representing the CLUB at Bent Tree Community meetings.

- 4.1 Number and Term of Office. The Executive Committee shall consist of the Officers of the CLUB as defined in Article V and the Immediate Past President and up to two Presidential appointees.
- 4.1.1 Officers elected to office shall serve for a term of one year.
- 4.1.2 Immediate Past President. The Immediate Past President shall serve as a voting member of the Executive Committee. Duties shall be one of an advisor as well as Chair of the Nominating Committee. The Immediate Past President shall serve for a term of two years.
- 4.1.3 The President may appoint up to two Full, Social or Lifetime Honorary Members to serve as non-voting members during the President's term. Duties shall be advisory.
- 4.1.4 Removal. Any Officer may be removed or suspended for neglect of duty, breach of trust or other sufficient cause, by a vote for such removal of two-thirds of the Executive Committee.
- 4.2 Vacancy in Office. In the event of a vacancy, for any reason whatsoever, occurring in any elected office, the President, with concurrence of the Executive Committee may make an appointment to fill the remaining term of that office subject to the following:
- 4.2.1 Officers thus appointed shall, for the purpose of interpreting their powers and duties under these By-Laws, be considered Elected Officers.
- 4.2.2 Although the President is given discretionary powers to fill or not to fill vacancies on the Executive Committee, he is required to maintain the Executive Committee at a level of not less than three Officers.
- 4.3 Quorum. Not less than two-thirds of the Executive Committee voting members, present in person, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Executive Committee.
- 4.4 Action by Majority Vote. Except as expressly required by these By-Laws, the act of a majority of the Executive Committee voting members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

- 4.5 Policies. The Executive Committee shall from time to time establish, modify, or cancel policies governing the membership, committees, and actions of the Executive Committee. Such changes shall be documented and updated in the Policy Manual.
- 4.5.1 The Secretary shall publish and post the revised Policy Manual and email notice of the changes to the entire membership within thirty (30) days.
- 4.5.2 If at least fifteen (15) members authorized to sign petitions as defined in paragraph 3.5.2, present a petition requesting the Executive Committee to initiate or to modify a Policy, the Executive Committee shall submit the matter to a membership vote at the earliest practical date but no later than two months from the date of the petition. Further, the Executive Committee shall be prohibited from altering a decision of the membership until the next election of officers.

ARTICLE V

OFFICERS

- 5.0 Officers. The Officers of the CLUB shall be a President, a Vice President, Secretary, Treasurer, and Bent Tree Liaison, each to have such duties or functions as are provided by these By-Laws or as the Executive Committee may from time to time determine. Officers must at the time of their nomination, election, and during their term of officer, be Full, Social or Lifetime Honorary Members. At the discretion of the Nominating Committee under Article IV, any two Officer positions may be held by one Full or Social Member but entitled to only one vote.
- 5.1 The President shall be the Chief Executive Officer and shall have general supervision over the affairs of the CLUB, subject however, to the control of the Executive Committee. The President shall, if present, preside over all general meetings, and at all meetings of the Executive Committee. The President shall also have the responsibility for appointing the various Ad Hoc and Activity Committees.
- 5.2 The Vice President, at the request of the President, or in the President's absence, shall perform all the duties of the President and in such action shall have all the powers of and be subject to all the restrictions placed upon the President. In the event the President is unable to fulfill his/her duties or resigns from office, the Vice President will assume all duties and responsibilities of the Office of President. In addition, the Vice President shall have the responsibility of working with and directing the various Ad Hoc and Activity Committees to ensure that the purposes of this organization are fulfilled through active member participation in CLUB activities.

- 5.3 The Secretary shall act as the Recorder of all official meetings of the Executive Committee and the membership, and shall keep the minutes thereof in a proper book or books to be provided for that purpose; shall have charge of all records and papers of the CLUB; shall cause the reports, statements and other documents required by law and/or the Bent Tree Community, Inc. to be properly kept and filed; shall maintain a current list of members; shall be responsible for the publication of the CLUB newsletter; shall be responsible for distribution of the CLUB By-Laws to the membership upon request. The newsletter responsibility may be delegated to another CLUB member by the President.
- 5.4 The Treasurer shall collect and keep account of all monies received and expended for the use of the CLUB; shall deposit sums received by the organization in the name of the organization in such depositories as shall be authorized by the Executive Committee; shall in general, perform all the duties incident to the office of Treasurer.
- 5.4.1 The membership shall hold all members of the Executive Committee other than the Treasurer blameless from any actions of the Treasurer. The CLUB does not carry Directors and Officers Liability Insurance, nor Errors and Omissions Insurance. The Treasurer has a fiduciary responsibility for all sums received by the organization in the name of the organization. Disclosure is made to all members that these funds may be at risk.
- 5.5 The Bent Tree Liaison must be a Bent Tree property owner and shall function as the CLUB's interface with the Bent Tree Board of Directors, the Bent Tree General Manager, the Bent Tree Stablemaster, and other Bent Tree personnel and committees as required.

ARTICLE VI

ELECTIONS

- 6.0 Frequency. Officers, as defined in Article V, shall be elected at a general membership meeting in the final quarter of each year.
- 6.1 Nominations.
- 6.1.1 Nominating Committee. The Nominating Committee is a Standing Committee, formed annually and shall consist of at least three (3) members. Full, Social and Lifetime Honorary Members are eligible to serve. No member of the Nominating Committee may be a candidate for office. The Immediate Past President, if available, shall be Chair of the Nominating Committee. In the event the Immediate Past President is not

available to serve in that capacity, the President shall select the Chair and members of the Nominating Committee. The Nominating Committee shall recommend candidates for the positions of: President, Vice President, Secretary, Treasurer, and Bent Tree Liaison. The Nominating Committee may, at its discretion, nominate more than one candidate for each/any position. The names of the candidates, and a statement from each candidate indicating acceptance of the nomination and willingness to serve if elected, shall be filed with the Secretary at least thirty (30) days preceding the election. The Secretary shall notify all Full, Social and Lifetime Honorary Members of the slate of candidates at least thirty days preceding the election.

Due to the confidential nature of the work of the Nominating Committee, meetings should be conducted in person as much as practical.

- 6.1.2 Open Nominations. At the discretion of the Nominating Committee, candidates for office may be solicited at a general membership meeting held at least thirty days preceding the election.
- 6.2 Election Procedure. Elections shall be held under the general supervision of the Nominating Committee who shall prepare ballots and establish the necessary procedures for balloting and counting of the ballots. A candidate running unopposed shall be declared elected. Contested offices shall require a plurality of votes cast for that office. In the event of a tie for any elected office, the existing Executive Committee shall determine which candidate shall be declared elected.
- 6.3 Newly elected officers will assume their offices on January 1st following the general meeting during which they were elected.

ARTICLE VII

MEETINGS AND ACTIVITIES

- 7.0 General Membership Meetings. The Executive Committee shall determine the frequency, dates, and location of general meetings except that there be at least one each quarter of the year. At each such meeting, the President shall make a report to the membership and provide the members an opportunity to comment on or question matters of policy and procedure. The report shall contain such matters as are deemed important by the President and of interest to the membership.
- 7.1 The Bent Tree Saddle Club, as an organization, will not plan or sponsor trail rides which traverse posted private property for which prior approval allowing Saddle Club members to ride on said property does not exist.

- 7.2 Rules of Order. All meetings of the CLUB and the Executive Committee shall be conducted under the Parliamentary authority of "Robert's Rules of Order". The Secretary shall be the monitoring authority.

ARTICLE VIII

ORGANIZATION

- 8.0 Organization. The CLUB shall be organized into committees for the purpose of conducting the affairs of the organization and fulfilling its purpose.
- 8.1 Committees. In addition to the Executive Committee which is described in Article IV Executive Committee and the Nominating Committee which is described in Article VI Elections, the President may appoint other committees to achieve the objectives of this organization.
- 8.1.1 Standing Committees. Standing Committees are established by these By-Laws. They are formed on an Annual basis and their activities are more fully described in the Articles as noted:
Executive Committee which is described in Article IV
Nominating Committee which is described in Article VI
Scholarship Fund Committee which is described in this Article VIII
- 8.1.2 Scholarship Committee. The Scholarship Committee was established by the Executive Committee and ratified by the membership in 2009. The Committee Chair shall be appointed by the CLUB President on an annual basis. There will not be a requirement for rotation of the Chair but it is recommended. The Chair shall select a minimum of three additional members from the membership of the CLUB. Committee members shall serve for a least a one year term. There will not be a requirement for rotation of the Committee members but some rotation from time to time is recommended.

The Committee shall report directly to the President of the CLUB and will give a report of activities to the Executive Committee periodically but not less than two (2) times per year.

The Committee will be responsible for promoting a scholarship for high school seniors, college or professional school students who are interested in pursuing careers in equine activities. The Committee will be responsible for disseminating information, reviewing applications, and selecting annual winner(s). The Executive Committee will designate at least one event per year as a fund raising activity. Other means of fund raising including soliciting donations may be conducted by the

Committee. Administration of the funds including providing checks to the enrolled institutions of the students shall be managed by the Bent Tree Foundation.

- 8.1.3 Activity Committees. The President may appoint Activity Committees to conduct the activities of this organization including, but not limited to, Arena Events, Social Events, and Trail Riding. The Chair of each Committee shall report to the President unless the President delegates reporting authority to another member of the Executive Committee.
- 8.1.4 Ad Hoc Committees. From time to time, a special purpose may be identified that will require the focus of a special or "ad hoc" committee. An Ad Hoc Committee might later become a Standing Committee in accordance with these By-Laws. Examples of such Ad Hoc Committees may include, but not be limited to Educational Programs, Horse Park Maintenance, Trails Maintenance and Capital Projects. The Chair of each Committee shall report to the President unless the President delegates reporting authority to another member of the Executive Committee.

ARTICLE IX

AMENDMENTS OF BY-LAWS

9.0 Initiating Amendments

- 9.0.1 The Executive Committee may propose a change to the By-Laws.
- 9.0.2 If at least fifteen (15) members authorized to sign petitions as defined in paragraph 3.5.2 present a petition requesting the Executive Committee to initiate a change in the By-Laws, the Executive Committee shall submit the matter to a membership vote at the earliest practical date, but no later than sixty days from the date of the petition.
- 9.0.3 The By-Laws may be amended at any general meeting or by mail ballot.

- 9.1 Notice. A written notice of the proposed amendment shall be provided to all voting members of the CLUB at least three (3) weeks prior to the meeting at which the amendment will be considered. The notice must include:
- The proposed amendment, precisely worded
 - The current By-Law
 - The By-Law as it will read if the amendment is adopted
 - The proposers' names and their rationale for offering the amendment
 - The endorsement of the change by the Executive Committee
 - The date, time and place of the General Meeting where the voting will take place

- 9.2 Voting. The By-Laws may be amended by a super majority (two-thirds) of those casting a ballot either for or against the amendment. Voting should be done at a General Meeting of the CLUB. However, if the Executive Committee elects to have the vote taken by mail, the Secretary shall mail or email a copy of the proposed amendment to the voting membership. Ballots must be returned to the Secretary and must be postmarked within thirty (30) days of the date of the posting.

ARTICLE X

DISSOLUTION

- 10.0 Voting Requirements. The CLUB may be dissolved if any affirmative vote is received from two-thirds (2/3) of those voting or a simple majority of all Full and Social Members.
- 10.1 Disposition of Assets. The Executive Committee, upon dissolution, shall dispose of the assets of the organization as follows:
- 10.1.1 All Liabilities and obligations of the organization shall be paid, satisfied and discharged, or adequate provisions shall be made therefore.
- 10.1.2 Any assets in the Bent Tree Saddle Club Scholarship Fund shall be released to the Bent Tree Foundation, Inc.
- 10.1.3 Remaining assets shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or other organizations engaged in charitable, religious, benevolent, educational, or similar activities, but in no case, shall any part of the assets be distributed to members of the organization.