

BYLAWS
OF
SOUTHWEST IDAHO DISTANCE AND TRAIL RIDERS, INC
AS AMENDED 06/14/2023

Article I. Corporate Powers.

The corporate powers of the corporation shall be vested in a board of NINE (9) directors to be elected by the voting members.

Article II. Registered Office.

The corporation is registered as a non-profit in the state of Idaho. The principal or registered office of the corporation shall be the address of the Treasurer duly elected by the membership.

Article III. Members.

Membership shall be open to all individuals interested in endurance, trail riding, and horsemanship.

Individuals will be eligible for membership in the corporation when they have executed and delivered to the Secretary or Treasurer an application form with a hold harmless agreement of indemnity, waiving, releasing and holding the corporation, its officers, directors, employees and agents harmless from any and all liability for injury to person or property. This application form shall also contain the consent of parents or guardians to the minor's membership in this corporation. Along with the application, the appropriate dues will be submitted.

Article IV. Dues.

Annual dues for members will be set each year at the general meeting that is convened two months prior to the annual meeting. Dues are categorized as individual dues, junior dues {members under the age of sixteen (16) as of the beginning of the ride season (December 1), and family dues. Family dues can include spouses/significant others, junior children, and junior grandchildren. Dues are calculated on a calendar year basis.

Only members who have paid their dues for the current year shall be eligible to vote at any meeting of the corporation. Points for year-end awards will not accrue until a member's dues for the current year have been paid.

The immediate past President will receive a one-year honorary membership.

Article V. Board of Directors. Meetings. Powers.

The Board of Directors shall consist of five officers: the President, immediate Past President, Vice President, Secretary, Treasurer and four other members to be elected at large by the membership at the annual meeting (see below). Only paid members, who are eighteen (18) years old or older are eligible to serve as an officer or director of the corporation. The officers and directors shall not receive any compensation for their service. Board members shall be expected to attend more than 50% of the general meetings per year, respond to Board email issues with comments and/or a vote if appropriate.

Any vacancy occurring on the Board of Directors by reason of death, resignation, failure to pay dues, or removal shall be filled by appointment of the President within sixty (60) days of the of the vacancy. The President shall appoint an eligible member to fill the unexpired term, except that if the resignation or vacancy shall be the President, then the Vice President shall assume the office and appoint a member to fill the unexpired term of Vice President.

The Board shall have the power to conduct, manage, and control the business and affairs of the corporation, to appoint such agents and employees that the Board may deem advantageous or necessary, and to remove the same at any time, and to prescribe their duties and authority.

The Board shall have the power to incur indebtedness, the terms and amount and particulars of which shall be entered in the official minutes of the Board and of the corporation, and evidence of any indebtedness duly signed by the President and attested by the Secretary or Treasurer shall bind the corporation. The President and individual Board members may commit or expend club funds for any single transaction up to limits set by a majority of members at each annual meeting. Expenditures exceeding approved limits will require a vote by the Board or a majority of members at a general meeting or by email. The Board of Directors may accept on behalf of the corporation any contribution, gift bequest, or device for the general purpose of the corporation.

The Board shall call the annual meeting and shall have the power to call special meetings of the members when deemed necessary. The Board may hold meetings periodically virtually, through email, or in person. Board meetings may be held upon the request or call of the President or at least 3 members of the board. Notice of any Board meeting or votes shall be given each director at his/her last known address, or by email or telephone, and such notice must specify the purpose of the meeting or vote. At any meeting of the Board of Directors, a director or officer entitled to vote may vote by proxy executed in writing by the member. "In writing" shall include paper, email, or text. No proxy shall be valid after the individual meeting for which it was issued. A quorum for Board of Directors meetings shall consist of five (5) members thereof. At any regular or special meetings of the membership of the corporation, the members may, by majority vote, alter or modify any decision of the Board of Directors to undertake any desired action or policy

Article VI. Elections

Officers, directors, and a committee of auditors will be elected at the annual meeting. All paid members to be given two weeks' written notice of the time and place of said meeting. "Written notice" may include paper, text, or email. Officers shall be elected by a simple majority of the members present at the annual meeting or voted by proxy. Officers are elected to serve for one calendar year. Directors shall be elected for alternating two-year terms with two directors elected each year. Terms of office shall begin immediately after their election and they shall serve until their successors have been elected.

Article VII. President.

The President shall preside at all meetings of the corporation, shall be an ex-officio member of all committees, and shall perform all such duties as are required of the President. He/she shall sign all contracts and other instruments which shall first have been approved by the Board. The president may sign letters of support or position statements on behalf of the club, provided that a majority of members present at an official meeting or a majority of the Board (via text, phone or email) have agreed to such letters or statements

Article VIII. Vice-President.

In the absence or inability to act of the President, the Vice-President shall perform all the duties of the President. He/she also shall perform other duties as may be required of him/ her by the Board of Directors.

Article IX. Secretary

The Secretary shall be the secretary of the corporation and shall keep the record of the minutes of all meetings. He/she shall have charge of all documents whether paper or digital and keep such other corporate records as the Board may require and shall give notices of meetings of the members and of the Board of Directors, as may be required.

Article X. Treasurer.

The Treasurer of the corporation shall keep full and accurate books of account of all transactions, matters and things pertaining to the business of the corporation required by the Board, deposit all moneys belonging to the corporation in such bank or banks as the Board may direct; keep records that account for each member's rights and interests in the funds retained by the corporation; and generally do and perform such other duties as the Board may, from time to time, require or prescribe. Checks drawn shall be signed by two of the Officers.

Article XI. Meetings of the Members.

The annual meeting of the members shall be held every year at a date and time as set by the Board of Directors, with a minimum 2-week written notice given to all members (see elections above). "Written notice" may include paper, text, or email. At the annual meeting, members shall elect officers and directors, and they will establish limits for the amounts that the President and the Board can spend, respectively, for single transactions without additional Board or membership approval. Other business as may properly come before the meeting shall be transacted. The preliminary schedule of regular meetings for the year will be set at the annual meeting. Emergency/Special meetings of the members may be called at any time by the President or a majority of the directors, with a minimum ten days' notice to all members. Meetings can be held in-person, virtually, or hybrid. At any meeting a quorum for the transaction of business shall consist of ten eligible members, of which two must be officers. A member entitled to vote may vote by proxy executed in writing (paper, email, or text) by the member. No proxy shall be valid after the individual meeting for which it was issued. The rules of order attached hereto as Exhibit A shall apply at all meetings.

Article XII. Committees

A committee of three Auditors, none of whom shall be directors or officers, shall be elected by the members of the corporation at the annual meeting, for a one-year term. They shall always have access to the books and records of the corporation, and shall be responsible for systematically and regularly checking the accounting system in use. They shall completely audit the books and records during the last days of their term in office, and shall report their findings and recommendations to the directors and members at large, in writing, at the annual meeting at the conclusion of their term in office.

The President may establish such standing and temporary committees as he/she deems necessary and shall appoint members and chairmen. The function of any committee may be delegated to and performed by one person, at the discretion of the President.

Article XIII. Voting Rights.

The voting rights shall be in exact accordance with the articles of incorporation of this corporation, or its amendments, which are on file in the office of the Secretary of State of the State of Idaho. Membership rights of the corporation shall also be in strict compliance with the said Articles of Incorporation or their amendments.

Article XIV. Removal and Resignation.

. Any director or officer may be removed from office by a two-thirds vote of the membership of the corporation at any regular or special meeting of the membership. Notice of the proposed removal must be given a minimum of thirty days, not to exceed forty-five days, prior to the date of the meeting at which such is to be voted upon. Such notice must state the cause for the proposed removal.

Any officer of the corporation or member of the Board of Directors may resign at any time by giving written notice (includes notification by paper, email, or text) to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Should an officer or board member fail to maintain eligibility for membership (pay dues and complete the membership application form), said board member will be considered to have resigned and the position will be filled by Presidential appointment (see Article V above).

Article XV. Amendment of Bylaws.

The Bylaws of this corporation may be amended by a two-thirds vote of the membership present at any regular or special meeting, with a two-week notice, in writing, to all members. In writing includes, paper, email or text.

Article XVI. Dissolution of Corporation.

The corporation may be dissolved upon a two-thirds vote by the entire membership. Upon the dissolution vote, the Treasurer shall gather all assets, pay all debts or expenses, and then give the net proceeds to an appropriate non-profit company as a donation to further that company's charitable purpose. No assets or funds will be distributed to members or officers.

Article XVII. Provisions of Law Adopted.

Except where the provisions of the foregoing Bylaws or any subsequent amendments, alterations or additional provisions lawfully adopted, specifically cover and may legally do so, and are not inconsistent with law, all of the provisions of Title 30 of the Idaho Code, and of the Constitution of the State of Idaho and its amendments, are hereby adopted as part of these Bylaws and by reference thereto made a part hereof.

IN WITNESS WHEREOF, we, the undersigned, being duly elected officers of said corporation, hereby signify that the above Amended Bylaws were duly adopted by a vote of at least two-thirds of the members of the corporation present at a membership meeting of the corporation on the _____12th_____ day of ___July_____, 2023, at Eagle, Idaho.

Tami Bromley, President

Ann Kuck, Secretary