

BYLAWS

THE ROCKY MOUNTAIN CARRIAGE Club A NONPROFIT CORPORATION RESTATED and AMENDED effective: July, 2015

ARTICLE I. NAME AND PURPOSE

Section 1: The name of the Club shall be the Rocky Mountain Carriage Club Inc. (Club).

A: Principal Office. The principal office of the Club in the State of Colorado shall be located at the residence of the Club President or as the Board of Directors may designate within the State of Colorado. The Club may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may designate, or as the business of the Club may require from time to time.

B: Registered Office. The registered office of the Club, required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado, may be identical with the principal office in the State of Colorado. The address of the registered office may be changed from time to time by the Board of Directors.

Section 2: Purpose. The Club is organized exclusively for the charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. The Club's purposes include the education of individuals in the art of driving horse-drawn vehicles and the training of equines used to draw vehicles so as to improve and develop their driving capabilities and safety procedures; the education of the public about the sport of carriage driving and about the history of various horse drawn vehicles; and to support locally the purposes and activities of the American Driving Society.

A: The Club shall be operated exclusively as a nonprofit corporation for the purposes set forth above and not for the benefit of any private individual. No part of any profits or remainders or residue from dues or donations to the Club shall inure to the benefit of any private member. As and when its resources permit, the Club may contribute to organizations in our community qualified under section 501(c) (3) of the Internal Revenue Code that has some connection to history or horses.

Section 3: Primary Activities. The primary activities of the Club will all be related to clinics for the education of drivers and driving horses, demonstrations for the education of the public about carriage driving and various participant driving events that test the skill levels of participants and their equines.

ARTICLE II: MEMBERSHIP OF THE CLUB

Section 1: Eligibility: Membership shall be open to all natural persons who ascribe to the objectives and values of this Club. Membership may be subject to further provisions, policies as adopted by the Board of Directors (Board) from time to time. There are three types of

membership:

- A: Regular membership: shall be open to all persons eighteen years of age or older as a family or individual membership.
- B: Junior Membership: shall be open to all persons under the age of eighteen.
- C: Honorary Membership: shall be open to those individuals who have rendered exceptional service to the Club as determined by the Board and voted on by the members.

Section 2: Dues and Voting Privileges. Dues shall be due and payable on or before the first day of January each year. No member may vote whose dues are not paid for the current year. Dues for the different memberships shall be as follows:

- A: Regular membership dues for the following year will be determined annually by the Board. Regular members shall be allowed full benefit of all Club activities and services. Members in good standing will be allowed to vote for members of the Board and participate in Club governance as set forth herein.
- B: Junior membership dues for the following year will be determined annually by the Board. Junior members shall be allowed full benefit of all Club activities and services but will have no voting privileges.
- C: Honorary memberships shall be exempt from dues and have no voting privileges.

Section 3: Election of Membership.

- A: Each applicant for membership must submit their application on a form approved by the Board. The applicant shall assert that they agree to abide by these by-laws and the rules of the American Driving Society. The application must be accompanied by the annual dues.
- B: All applications are to be filed with the Treasurer of the Club.
- C: A copy of the by-laws will be provided to all new members and available to existing Club members on the carriage Club web site.

Section 4: Termination of Membership. Membership may be terminated at the discretion of the Board, for any of the following reasons:

- A: Resignation. Any member may resign from the Club upon notice to the Secretary at any time. However, such resignation will not relieve the member from obligation of paying any outstanding membership dues.
- B: Non-Renewal. Any member who has failed to pay their dues by March 31st shall be notified by the Board and if the same remain unpaid after the following April 30th, their membership will be terminated.
- C: Expulsion. A membership may be terminated by expulsion for behavior detrimental to the Club or its members, as determined by the Board.

ARTICLE III: MEETINGS AND VOTING

Section 1: Meetings.

A: The annual meeting of the Club shall be held in November to elect members of the Board and to conduct such further business as may be necessary.

B: Regular meetings of the Club may be held at a time and place as determined by the membership.

C: All meetings of the Club will be conducted under parliamentary procedure (example: current edition of Roberts Rules of Order).

D: Notice shall be provided at least fourteen days in advance, and may be accomplished by publication in the club newsletter, electronic mail and/or electronic publication on the Club Internet site.

E: Resolution of matters submitted to the membership for vote shall be determined by the largest number of those votes submitted in favor thereof, except as otherwise may be required in these by-laws or required by law.

Section 2: Special Club Meetings.

A: Special meetings may be called by the President or upon written request of at least seven members of the Club in good standing.

B: Written or electronic notice (club newsletter, email and/or electronic publication on the Club Internet site) of such meeting shall be provided to the club membership by the Secretary at least fourteen days prior to the date of the meeting, and said notice shall state the purpose of the meeting. The order of business will be limited to the previously announced agenda.

C: Twenty percent of the regular membership in good standing constitutes a quorum for Special Club Meetings.

Section 3: Board of Directors Meetings.

A: There shall be at least one Board Meeting per year. Additional Board Meetings may be held throughout the year at such hour and place as designated by the President and agreed on by the Board.

B: Written or electronic notice (club newsletter, email and/or electronic publication on the Club Internet site) of the meeting shall be provided to the club membership by the Secretary at least fourteen days prior to the date of the meeting.

C: A scheduled Board Meeting that has been postponed due to unforeseen circumstances may be rescheduled without a 14 day membership notification. Notification of such a meeting will be done by club newsletter, electronic notification (email) or electronic publication on the Club Internet site.

D: A majority of Board Members eligible to vote on the issues discussed shall constitute sufficient quorum.

E: Any situation requiring immediate action or a decision by the Board that may be done at a meeting, may be taken without a meeting if explicitly agreed to by the Board Members through telephone, fax, email or other electronic forms of communication.

Section 4: Voting.

- A: Each regular membership (individual or family) in good standing shall be entitled to one vote at any Club Meeting.
- B: Voting for Officers and Board member will be done by written ballot.
- C: Proxy voting will not be permitted at any Club meeting or election.
- D: For the election of Club Officers and Board Members and for amendments to the Club Bylaws ONLY, absentee voting may be accepted. Absentee voting may be done by a method approved of by the Board.
- E: Each Board position shall have one vote.

ARTICLE IV: OFFICERS AND BOARD MEMBERS

Section 1: Board of Directors.

- A: The Board of Directors shall be comprised of those elected office holders described below and three other elected persons.
- B: General management of the Club's affairs shall be entrusted to the Board.
- C: It shall be permissible for the Board to retain the aid of attorneys, accountants or other professionals in the assistance of fulfilling the directives of the Board. If the cost of such assistance exceeds \$500.00, the Board must request approval from the general membership before retaining such assistance.
- D: Only Officers and Board members duly elected by the membership shall be entitled to vote on issues requiring Board action or approval.
- E: No person who is not a Board Member may legally obligate the Club unless explicitly authorized by the President to do so.
- F: The act of a majority of the Board Members shall be the act of the Board unless otherwise specifically required.
- G: The Board of Directors shall not receive salaries for their services, but may be entitled to reimbursement for any out of pocket expenses or costs incurred in service of the Club.
- H: No two or more people from the same family household can serve as an Officer or on the Board of Directors simultaneously.

Section 2: Officers.

The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer, shall serve on the Board in their respective capacities as described below.

- A: The President shall preside at all meetings of the Club, and shall be the principal executive officer of the Club. The President shall preserve order and ensure that the by-laws, rules, policies and directives of the Board are fulfilled. The President may sign contracts or other instruments which the Board has authorized to be entered.
- B: The Vice-President shall have the powers and exercise the duties of the President in the absence of the President.
- C: The Secretary shall keep a record of all meetings of the Club and shall be responsible for communicating notices to members regarding club affairs. The Secretary shall carry out such other duties as are prescribed from time to time.
- D: The Treasurer shall be responsible for managing the financial transactions of the

Club. The Treasurer, with the President, shall have check signing authority. The Treasurer shall keep account of all financial matters related to the Club in a manner approved by the Board and in accordance with acceptable accounting principles for an organization of this type. The Treasurer shall report to the membership at every regular meeting the condition of the Club's finances, and summarize the financial transactions incurred by the Club since the last reporting. The Treasurer shall ensure compliance and good standing with the regulations of the Secretary of State of Colorado. It is expected that the Treasurer will manage the filing of any documents necessary for compliance with the Club's 501(c) (3) status. The Treasurer's books may be audited annually by an impartial committee of three members in good standing and are not currently serving on the Board with the Treasurer. The Treasurer shall keep an updated list of the members and their address, and make such list available as required.

Section 3: Indemnification by Club:

A: The Club shall indemnify the Board Members and its Officers to the extent expressly permitted or required by the Colorado Nonprofit Corporation Act and this shall not be deemed exclusive of any other rights to which seeking indemnification may be entitled to under the laws of Colorado or as provided in these by-laws.

Section 4: Checks, Drafts or Orders for Payment

A: All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer(s) or agent(s) of the Club and in such manner as may be determined by resolution of the Board.

B: Only one signature is required for checks, either the Treasurer or one other Officer or Board Member as designated.

Section 5: Donations

A: The Board may accept on behalf of the Club any charitable donation, gift, bequest or devise for the general purposes of or for any special purposes of the Club.

ARTICLE V: ELECTIONS

Section 1: Nominations

A: No person may be a candidate for any club election without prior nomination from another member.

B: Nominations for Board Members may be made by and for any consenting member of the Club, at any meeting for which such election is held.

C: In addition, interest in serving on the Board will be solicited as follows: during the month of August, the Board shall solicit a nominating committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board.

D: The committee shall select a chairman and it shall be his/her duty to call a committee meeting.

1. The committee accepts nominations for at least one candidate for each office and one other candidate for the position on the Board.
2. After securing the consent of each person so nominated the committee chairman shall immediately report the nominations to the Secretary in writing, (electronic or other).
3. Upon receipt of the nomination committee report, the Secretary shall notify the membership at the September meeting of those nominated as described herein. Membership notification may be published in the club newsletter and/or on the Club Internet site.

E: Open nominations will be accepted from the membership during the September meeting. At the conclusion of the September meeting, the nominations will be closed.

F: The Secretary will notify the membership of the final slate of nominations for Officers and Board Members via the Club newsletter and/or on the Club Internet site.

Section 2: Term Length

A: Officers shall serve for a term of one year after being elected at the annual November meeting.

B: Board members shall serve for a term of three years after being elected at the annual November meeting.

Section 3: Vacancies.

A: Any vacancies occurring on the Board shall be filled for the unexpired term of the office by majority vote of the members as soon as reasonably possible.

ARTICLE VI: COMMITTEES

The Board may each year appoint committees to advance the work of the Club subject to the provisions above and the ultimate authority of the Board acting in its discretion.

ARTICLE VII: CONDUCT

Section 1: Members shall conduct themselves in a manner consistent with the objectives and purpose of the Club. The club values the respectful treatment of its members, their safety and privacy. Specifically, no member may utilize club membership lists for the delivery or email of unauthorized material. The Board may also adopt further provisions and regulations necessary to ensure the wellbeing and safety of its members and may enforce the same in any manner reasonably necessary. In the event a member is expelled from the Club they will forfeit their rights to any membership dues and will immediately return any material owned by the Club and in their possession.

Section 2: The members recognize the inherent dangers of the sport of carriage driving and assume the risk of all injury and loss which may result in participation of club activities. It is

expressly acknowledged that the Club is not a for profit organization with limited ability and resources to ensure the safety of its members. Therefore, members agree to hold harmless the Club, and its members from all liability and damage, resulting from any injury or loss associated with the activities sponsored by the Club, except in the event of intentional misconduct or criminal liability by an individual. Furthermore, the members agree to follow the applicable regulations and rules regarding safety and to comply with any applicable standards of practice and customs related to the sport of driving as may be necessary to ensure the safety of themselves and others at Club events.

Section 3: Personal Liability: Except as provided by C.R.S. Section 7-128-402 and Section 7-128-403, members of the Board shall not be personally liable to the Club or its members for monetary damage or breach of fiduciary duty in their role as Board Members.

ARTICLE VIII: AMENDMENTS

Section 1: Amendments to the by-laws may be proposed by the Board or by written petition addressed to the Secretary and signed by twenty percent of the regular membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date the petition was received by the Secretary.

Section 2: The by-laws may be amended by a two-thirds vote of the membership.

ARTICLE IX: NONDISCRIMINATION

The officers, directors, committee members, employees, and persons served by this Club shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

ARTICLE X: BOOK AND RECORDS

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the membership, the Board of Directors and all committees having any of the authority of the Board of Directors.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Club shall end on the last day of December of each calendar year.

ARTICLE XII: DISSOLUTION

The Club may be dissolved at any time by the written consent of not less than two-thirds of the regular members. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club; but after payment of the debts of Club, its property and assets shall be given to the charitable organization qualified under section 501(c)

(3) of the Internal Revenue Code selected by the Board.

ARTICLE XIII: ORDER OF BUSINESS

Section 1: At meeting of the Club, the order of business, as far as the character and nature of the meeting may permit, shall be as follows:

- Attendance
- Introduction of new members
- Minutes of last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Election of Officers and Board (at annual meeting)
- Communications
- Unfinished business
- New business
- Suggestions for the good of the Club
- Adjournment

Section 2: At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Attendance
- Minutes of last meeting
- Report of the Secretary
- Report of the Treasurer
- Report of committees
- Unfinished business
- New business
- Adjournment