

Article I

Date of Adoption

These By-Laws were adopted on July 13, 1949, by the Richland Riders Club, Inc., a non-profit corporation formed under the laws of the State of Washington, in accordance with the articles of Incorporation, duly filed and acknowledged in the office of the Secretary of State on March 30, 1949. The vote of the membership is recorded in the minutes of that date.

Article II

Membership

1. Qualifications

Any adult person 18 years of age or over, regardless of race, color, or creed, who has a genuine interest in horses and horsemanship shall be eligible as a candidate for election. Ownership is not a requisite.

2. Members

Applicants for membership will be voted on by the Board of Trustees. A unanimous vote is required for election. The applicant will be notified of the results within 30 days of the election, and if elected, becomes a member on receipt of notification.

Members will be allowed to invite guests to use the club grounds provided club rules are observed and that the member takes full responsibility for his guest and for any liability that may arise against the club from the use of the club grounds by the guest.

3. Minors

A minor under 18 years of age may not be elected a membership.

4. Initiation Fee

The initiation fee for either single or family membership shall be a minimum of \$20.00 payable at the time the application is submitted. If any applicant is not approved, the fee shall be returned to the applicant within 30 days of rejection.

5. Membership not Transferable

Membership in the club shall not be transferable, nor assignable.

6. Termination of Membership

The interest of the member in the club, financial or otherwise, shall cease upon termination of membership, and there shall be no compensation therefore paid by the club. This shall not be construed to affect a separate business relation, or obligation, between a member and the club.

A member may resign in good standing after thirty days' notice in writing to the Board of Trustees of the club, provided all dues and assessments are paid.

A member may be removed by the Board of Trustees for cause, such as, but not limited to, non-payment of dues, infractions of club ground rules, and unbecoming conduct. Such removal will require a majority vote of the Board of Trustees. The member must then be notified of the action and be advised that he may appeal the action at the next Board of Trustees meeting. If no appeal is made within 30 days after notice, the member shall be removed. If appealed, the case will be voted upon at the next regular meeting of the club. A majority vote will decide. Upon removal all unpaid dues and assessments, and any other obligations of the member to the club are immediately due and payable.

Article III

Dues

1. Individual Adult Membership

Dues for Individual Adult membership shall be a minimum of \$125.00 per annum and shall be payable on or before May 1st of each year. An Individual Adult membership is defined as a membership for one (1) person aged eighteen (18) or over.

2. Family Membership

Dues for a Family Membership shall be a minimum of \$175.00 per annum and shall be due and payable on or before May 1st of each year. This membership is composed of at least one adult aged eighteen (18) or over and his or her legal dependents to the age of eighteen (18).

Dependents who are eighteen years of age and still living at home are included in the Family Membership, as are students up to the age of twenty-three (23) who have not completed their senior year of college.

3. New Members

Dues for new members shall be apportioned for the balance of the first year.

4. Establishment of Annual Dues

The amount of the annual dues and initiation fee for both individual adult and family memberships may be re-established, for the next membership year, on recommendation of the Board of Trustees, at the annual meeting subject to approval by a majority vote of the members present.

Article IV

Board of Trustees Members

1. Number and Qualifications

The Board of Trustees members shall be seven in number, and shall be the officers of the club and three other members.

2. Compensations

No compensation shall be paid to an officer or trustee, regardless of their position. No compensation shall be paid to any member of the club for the administration of the club's business. All Board positions are volunteer positions.

3. Power and Authority of Board of Trustees Members

The Board of Trustees shall be the governing body of the club.

A quorum of five is required for conducting official business.

The Board of Trustees shall have the power to conduct all business and to authorize any executive acts of officers falling within the legitimate activities of the club, except that the acts stated below (Para. 3a, 3b, 3c, 3d, and 3e) will require written notice to all members and will then be subject to approval by the majority of those attending at a general membership meeting:

- a. The acquisition of real property or real estate by lease, rental, gift, purchase, demise or other methods.
- b. Any act which will require an assessment against the members, except as provided in Article IX.
- c. Any act which may reasonably be expected to incur a liability in excess of the current liquid assets of the club. In the interpretation of this item, the liability is to be computed without benefit of any expected financial return from the act.
- d. Any act which may incur an intangible liability, such as, but not limited to, the employment of labor.
- e. The investment of the club funds in securities other than government Savings Bonds, Series E.

4. Election of Trustees

Trustees (including) officers shall be elected at the regular November meeting.

Three Trustee members (other than the officers) shall be elected for a three (3) year term, only one being elected each year. In the case of resignation or death of a Trustee his or her replacement shall be appointed by the Board of Trustees for the un-expired term of that Trustee.

On, or before, August 1 of each year, the President shall appoint a nominating committee of three members, none of whom shall be a Trustee, and the nominating committee shall submit a slate of candidates for the Board of Trustees to the membership. The Secretary shall prepare a notice of election, giving the time and place of the election, and announcing the slate of candidates submitted by the nominating committee. This notice shall be mailed or emailed to all members prior to the election date.

The election shall be by secret paper ballot, and voting on each office shall be separate and in this sequence: President, Vice President, Secretary, Treasurer, and other Board members. A member not elected for one office shall be eligible for any remaining offices not yet voted upon.

A majority vote of a quorum shall be necessary to elect.

In the event a quorum is not present, the Board of Trustees and the nominating committee shall elect the new officers and the Board of Trustees no later than ten days after the announced election date, and shall notify all members by mail or email of the results of the election.

Any officer or Board member will be eligible for re-election to office.

5. Bonding of Officers

At the discretion of the Board of Trustees, the President and the Treasurer shall be bonded and the cost of the bond is to be borne by the club.

6. Chairman of the Board of Trustees

The Chairman of the Board shall be elected by the Board of Trustees and shall not be an officer of the club. The chairman shall preside at all board meetings.

7. Authority of Officers

The authority of officers, except as specifically provided herein, shall be obtained from the Board of Trustees and each officer shall be responsible to the Board for his acts, and will report to the Board of Trustees as required. To protect the authority and support Board officers, the club will provide Errors and Omissions insurance coverage, which must be reviewed and renewed on an annual basis and/or as required to cover any new, incoming Board officers.

8. Vacancies on the Board of Trustees

Vacancies occurring on the Board of Trustees between regular elections shall be filled for the remainder of their term, by appointment by the Board of Trustees, acting as an electing body.

9. Removal from Office

A Board member, whether an officer or not, may be removed from the Board of Trustees for cause. In the case of a criminal issue including but not limited to theft or embezzlement, the Board may restrict or terminate the Board officer until a full investigation is conducted by law enforcement authorities and the officer in question has been cleared of all charges. For other removal purposes a complaint must be filed in writing by one or more members of the club with the President, or with any other member of the Board of Trustees. A board of review consisting of three members (not Board members and not including the plaintiff) must then be appointed by the Trustee receiving the complaint. If, after the accused Trustee has had a full hearing, the Board of Trustees of review finds the complaint valid, the Board of Trustees shall then declare the position vacant, and a new board member shall be elected by the club at the next general membership meeting. In such cases, the position may not be filled by appointment.

Article V

Duties of Officers

The duties of the officers shall be as follows:

President

The President shall:

- a) Preside at all meetings of the club.
- b) Safeguard club bank accounts and limit access to club funds via the club's commercial bank requirements, such as limiting account signatories, limiting electronic/online access to "view only" permissions or taking similar actions to protect club funds.
- c) Immediately report any unauthorized or criminal activities, upon discovery, to the rest of the Board and to appropriate legal authorities.

- d) Utilize a dual-signature process for signing all vouchers or checks drawn against the funds of the club and present signed vouchers or checks to the Vice-President for their countersignature. At no time shall the President, Vice-President or any other Board Member be the sole signatory on a club voucher or check drawn on club funds.
- e) Sign any legal documents, including but not limited to Barn Lease Agreements, Attornments, and perform other official acts in the name of the club as authorized by the Board of Trustees.
- f) Appoint all committees.
- g) Call special meetings of the club.
- h) Request the Chairman of the Board of Trustees to call meetings of the Trustees, when in their judgment, such meetings are necessary.
- i) Direct emergency actions as necessary, with the assistance of the Vice-President and the Board, to safeguard the club in emergent situations.

Vice President

The Vice President shall:

- a) Immediately report any unauthorized or criminal activities, upon discovery, to the President and the rest of the Board and to appropriate legal authorities.
- b) Following a dual-signature process, sign all vouchers or checks drawn against the funds of the club and present to the President for their signature. At no time shall the Vice President be the sole signatory on a club voucher or check.
- c) Assist the President in safeguarding club bank accounts and limiting access to club funds via the club commercial bank requirements, such as limiting account signatories, limiting electronic/online access to “view only” permissions or taking similar actions to protect club funds.
- d) The Vice President shall preside at all meetings of the club where the President is unable to attend.
- e) Direct emergency actions in the absence or in lieu of the President, with the assistance of the Board to safeguard the club in emergent situations.

Secretary

The Secretary shall:

- a) Maintain the official documents of the club, as required by law, in which there shall be kept:
 - i. An accurate and up-to-date copy of the By-Laws.
 - ii. An accurate record of current members names and addresses. This may be delegated to the Membership Chair and/or Membership Committee if approved by the Board of Trustees.
 - iii. A record of each election, the persons elected, and the tellers’ reports.
 - iv. A record of appointments to the Board of Trustees.
 - v. The official minutes of all Board of Trustees meetings.
 - vi. The official minutes of all club meetings.
- b) Maintain attendance records and determine quorum requirements.
- c) Mail or email notices of all meetings to members via club bulletins.

- d) Establish a place of safe keeping for critical documents and other important papers of the club.
- e) Submit relevant documents, as applicable, to the club webmaster for electronic archiving.
- f) Serve as custodian of the corporate seal, the Articles of Incorporation, and other papers dealing with corporate affairs.
- g) Maintain a listing of Barn Leases and Attornments, prepare and distribute Barn Leases and Attornments, collect signed/executed Barn Leases and Attornments and distribute to members and/or the webmaster for electronic archiving.
- h) Exercise fiduciary separation with the Treasurer by following a specific process to receive, identify, log and stamp any incoming mail or funds by:
 - i. Holding the keys to the club post office box and the locked mailbox located in the club “pump house”.
 - ii. Retrieving all correspondence, mail, funds, payments and other documents from the club post office box and/or the locked mailbox in the club “pump house”.
 - iii. Open all correspondence and mail received, note it in a detailed log, stamp and date as received.
 - iv. Submit all logged/stamped vendor invoices, bills, taxes or member payments to the Treasurer and ensure the Treasurer signs for all items received.

Treasurer

The Treasurer shall:

- a) Exercise fiduciary separation with the Secretary by receiving and signing for any payments, funds, vendor invoices, bills or other applicable correspondence from the Secretary.
- b) Provide assistance as needed to club accounting firm with the annual club invoices for Barn Leases, Insurance Coverage and Membership dues.
- c) Be accountable for depositing all payments and/or other funds in the club bank accounts no later than three (3) business days after receipt from Secretary.
- d) Track and log all club invoices and other expenses and present to President and Board for approval of payments.
- e) Properly categorize income and expenses utilizing the Board-approved budget categories.
- f) Prepare vouchers or checks for the payment of club invoices/expenses and present to the President and Vice-President for their signatures.
- g) Be responsible for the safekeeping of funds received from the Secretary until the point of deposit in the club bank account.
- h) Manage all dues and assessments following a specific process with the Secretary and club accounting firm. This includes being the first point of contact for Member dues questions and collection of past due funds.
- i) Maintain a set of an electronic spreadsheet showing receipts, disbursements and cash balances to be validated by the club accounting firm.

Development and Implementation of Annual Club Budget

The Board of Trustees shall develop and implement an annual budget for the maintenance of the club expenses and revenues. The Board shall appoint a Finance Committee to assist with the development of the annual budget, which will include: Expense categories, Income/Revenue Categories, Capital Expenses and Reserves. All budgets and related activities will be maintained via the club fiscal year, which shall coincide with the calendar year: January through December.

Use of Outside Accounting Firm

The Board of Trustees shall utilize a licensed and bonded accounting firm to support appropriate handling of the club's funds, revenues and expenses. The accounting firm shall:

- a) Work with the Treasurer to develop basic accounting processes for handling club funds that are in line with General Accounting Principles (GAP).
- b) Prepare and send all annual club invoices for Barn Leases, Insurance Coverage and Membership dues.
- c) Maintain updated records of all accounts receivable and accounts payable, in accordance with GAP.
- d) Provide oversight of Treasurer's management of club funds and assist with development of fiduciary separation, report production and day-to-day handling of club funds, invoices and bank deposits.
- e) Reconcile all bank accounts, deposits and checks issued by the club on a monthly basis.
- f) Prepare and submit all of the club's annual Internal Revenue reports.
- g) Submit a year-end report accounting for all funds and assets of the club, to an auditing committee consisting of two members of the club (not Trustees) appointed by the Chairman of the Board and reporting to the Board of Trustees.

Article VI

Term of Office

All officers and Board of Trustees members shall take office just prior to adjournment of the meeting at which they are elected.

Article VII

Standing Committees

The following standing committees may be appointed and their duties shall be as follows:

1. Membership Committee

The function of this committee shall be to recruit new members, to acquaint them with club rules and By-Laws, to see that they are properly introduced to other members, and in general to promote active participation in club affairs.

2. Social Affairs Committee

This committee will plan and execute those social affairs of the club not directly connected with riding activities.

3. Activities Committee

This committee will promote, plan, execute the riding activities of the club, except that any major single may, at the discretion of the Board of Trustees, be placed in the hand of a separate committee. Typical activities will include breakfast rides, cross country rides, hunting, racing, jumping, pole bending, roping drills, equitation classes, riding meets with other clubs, exhibitions, bronco riding, and other appropriate activities.

4. Arena Committee

This committee will schedule activities in the arena for the overall benefit of the club, and will establish, subject to approval by the Board of Trustees. Conduct rules for the conduct of members while using the arena. Schedules are to be posted monthly on the club grounds. The arena committee will schedule events in the arena in accordance with the requests of the activities committee and the requests of the individual members whenever possible.

Conflicting requests will be arbitrated by the committee.

5. House and Grounds Committee

This committee will be responsible for the maintenance of the club-house, tack room, arena, grounds and any other real property of the club. It will also recommend improvements and expansion of facilities to the Board of Trustees, rules governing the use of the club facilities, except the arena.

Article VIII

No member to benefit financially.

No member of the club may use any of the club grounds, buildings, or facilities for any activity which is conducted for personal profit or gain, except with written approval of the Board of Trustees.

Article IX

Financial Policy

It shall be the duty of the Board of Trustees to:

1. Immediately report any unauthorized or criminal activities, upon discovery, to the rest of the Board and to appropriate legal authorities.
2. Conduct the affairs of the club so that a reasonable and sufficient cash surplus is established and retained in the treasury. The surplus is to be sufficient to cover adequately the expenses of major exhibitions or similar activities.

Further accruals of surplus may, with the approval of the membership, be used to improve the grounds and facilities of the club.

No distribution of surplus, or other funds, is to be made to members at any time, except as necessary in the event of dissolution.

Insolvency

If, in the opinion of the Board of Trustees, the club is approaching an insolvent condition, and regardless of the cause, it may by majority vote of a quorum forthwith impose an assessment upon each member, not to exceed the amount of annual dues, provided each member is given a thirty-day notice in writing. Such assessments may be made only once during any fiscal year (May 1 to April 30), unless further assessments are approved by the membership in a regular or special meeting. Failure of member to pay the assessment when due will cause immediate forfeiture of the membership.

If such an assessment is not sufficient to correct the insolvent condition or, as a preferred action, the Board of Trustees will promptly advise all members of the club by mail of the financial status, and will call a special meeting to determine the action required to correct the insolvency. Such action will be determined by a majority of those present at the meeting, disregarding quorum requirements. If the meeting is unsuccessful in raising funds by assessments or otherwise, it will then be the duty of the Board of Trustees to seek legal advice and to take such further action with the advice of counsel as seems appropriate.

In the event of dissolution of the corporation, all funds accrued, plus the proceeds from the sale of the assets, will, after all expenses are paid, be divided equally among all members in good standing at the time of dissolution.

Article X

Quorum

Quorum sufficient for the conduct of business of the club shall be as follows:

1. To change the purpose of the club, or other matters affecting the Articles of Incorporation, the quorum must be as required by law (Currently a two thirds vote of all members in good standing is required).
2. To amend these by-laws, and to adopt them in the first instance, a majority vote of all members in good standing is required.
3. To conduct any other business as the club, a quorum shall be 20 percent of the members in good standing.

Article XI

Balloting by Mail

The Board of Trustees may, as its discretion, put any question to vote by mail. In such cases, the following procedures will be used:

1. The Board of Trustees will appoint two tellers (not Board members) to supervise the balloting, and one will be named to receive the ballots.
2. The secretary will be instructed to prepare the ballots, which are to be approved by the Board of Trustees prior to mailing. The envelope containing the ballots shall also contain a blank, un-addressed and un-signed envelope to receive the ballot. This envelope shall

be sealed by the member voting, and shall be placed in another envelope addressed to the receiving teller. The back of this envelope will be signed by the member balloting.

3. The ballot will announce the closing date and time for balloting.
4. When the balloting is closed, the secretary, the treasurer, and the two tellers will meet, and the secretary will first attest all signatures, and the treasurer will vouch for each members standing.
5. The valid ballots will then be removed from the outer envelope, without opening the inner envelopes, and the secretary will record the names of those voting, and the names on the individual ballots. The open envelopes may then be destroyed.
6. The inner envelopes of the valid ballots will be opened and the tellers will count the vote, which will be recorded by the secretary and witnessed by the treasurer and both tellers.
7. The secretary will promptly announce the results to the Board of Trustees. At its discretion, the Board of Trustees may notify all members of the results by mail, or may announce them at the next regular meeting of the club.

Article XII

Meetings

The club will meet at least once each quarter to conduct business at places and times established by the Board of Trustees.

Article XIII

Order of Business and Rules

The order of business shall be at the discretion of the President. Roberts Rules of Order shall be followed in the conduct of business.

Article XIV

Members in Default

A member shall be considered in default if dues or assessments are not paid when due. Such members are not entitled to vote, and will not be counted in determining quorum requirements. A member is reinstated in good standing 15 days following receipt of payment of arrears, provided action has not been taken by the Board of Trustees to remove same member from the rolls. No member shall be considered in default, however until thirty day after he shall have received written notice of the amount owing to the club.

Article XV

Amendments

An amendment to these by-laws may be proposed by a member in good standing at any regular meeting of the club. The proposal must have three separate motions before being submitted to the membership for a vote.

If seconded by three members, the Secretary will be instructed to prepare a Notice of Proposal to amend the By-Laws, and such notice must be mailed or emailed to each member within thirty days after the proposal is made.

Before mailing or emailing the notice, the Board of Trustees will determine whether to submit the question by mail or email, or in a regular meeting, and will fully instruct the Secretary, who will include with the notice the full details concerning the manner of voting, the place and the time. However, three members may require the balloting to be accomplished by mail or email by submitting such request in writing to the Board of Trustees.

The question will then be to vote not less than ten (10) nor more than thirty (30) days after mailing or emailing of the notices.

A majority vote of all members in good standing will be required to adopt an amendment.

Article XVI

Charter Members – Initiation Fees

Any person who is, at the time of adopting these By-Laws, a member in good standing of the unincorporated club known as the Richland Riders Club, shall be eligible for the charter membership in the Richland Riders Club, Inc. and may assume such membership without payment of initiation fee by giving notice of this intent to any member of the pro tem Board of Trustees, or any member of the elected Board of Trustees, within thirty days after adoption of these By-Laws.

Article XVII

By-Laws in Force

These By-Laws will be in force immediately upon adoption by a majority vote of the membership. The Board of Trustees will be elected for the first time immediately after the adoption of these By-Laws, and will serve until the first regular election thereafter.