

BY-LAWS
OF
Back Country Horsemen of Central Arizona

ARTICLE I. OFFICES

The principal office of the corporation in the State of Arizona shall be located in the Town of Chino Valley, County of Yavapai. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Arizona a statutory office, and a statutory agent whose office is identical with such statutory office and may be, but need not be, identical with such statutory office, as required by the Arizona Non-Profit Corporation Act. The Statutory Office may be, but need not be, identical with the principal office in the State of Arizona, and the address of the statutory office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. *Classes of Members.* The Corporation shall have one class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows: *Regular Members* shall be composed of any individuals interested in promoting the purpose of the Organization, as set forth in the Articles of Incorporation.

Section 2.. *Election of Members.* Members may be elected by the Board of Directors. An affirmative vote of the majority of the Directors shall be required for election.

Except in the initial election of members, all applicants for membership shall file with the Secretary a written application in such form as the Board of Directors shall from time to time determine.

All applications for membership shall be presented promptly for consideration and investigation of the Board of Directors or to the Admissions Committee, if an Admissions Committee has been appointed by the Board of Directors; and if an Admissions Committee has been appointed it shall report its recommendations promptly to the Board of Directors.

Not later than ten (10) days after a list of applications has been reported to the Board of Directors they shall pass upon each application included in said list and either accept or reject it. After an applicant has been rejected, he may not make another application for membership within one year thereafter.

Section 3. *Voting Rights.* Each *regular member*, 18 years of age or older shall have one vote on each matter submitted to a vote of the members. Single member households have one (1) vote. Multiple member households have two (2) votes if there are two adult members in the household. Children under 18 years of age do not have a vote.

Section 4. *Termination of Membership.* The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article X of these by-laws.

Section 5. *Resignation.* Any member may resign by filing a written resignation with the Secretary, but

such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid or to return property or records of the corporation.

Section 6. *Reinstatement.* Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. *Transfer of Membership.* Membership in this corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. *Annual Meeting.* An annual meeting of the members shall be held on the third Sunday in the month of January in each year, beginning with the year 2006, at the hour of 2:00 o'clock PM, for the purpose of electing Directors (president, vice-president, secretary, treasurer and at-large director) and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Arizona, such meeting shall be held on the next succeeding Sunday. If the election of the Board of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. *Special Meetings.* Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. *Place of Meeting.* The Board of Directors may designate any place either within or without the State of Arizona as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the statutory office of the corporation in the State of Arizona; but if all of the members shall meet at any time and place, either within or without the State of Arizona, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. *Notice of Meetings.* Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by email, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. *Informal Action by Members.* Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. *Quorum.* The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, the majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. *Proxies.* The corporation shall not allow proxy voting except as required by law.

Section 8. *Manner of Acting.* A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. *General Powers.* The affairs of the corporation shall be managed by its Board of Directors. Directors shall be residents of the State of Arizona and shall be members of the corporation.

Section 2. *Number, Tenure and Qualifications.* The number of Directors shall be five (5). Each Director shall hold office from January 1 through December 31, following his election or until his successor shall have been elected and qualified.

Section 3. *Regular Meetings.* A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Arizona, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them.

Section 5. *Notice.* Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, telegram or email to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws.

Section 6. *Quorum.* A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. *Manner of Acting.* The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. *Vacancies.* Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. *Compensation.* Directors as such shall not receive any stated salaries or compensation for their services.

Section 10. *Informal Action by Directors.* Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Action without meeting. The Board of Directors may take action electronically if all Directors consent and records are kept with electronic signatures.

ARTICLE V. OFFICERS

Section 1. *Officers.* The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. *Election and Term of Office.* The officers of the corporation shall be elected annually. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. *Removal.* Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. *President.* The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. *Vice President.* In the absence of the President or the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. *Treasurer.* If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. *Secretary.* The Secretary shall keep the minutes of the meetings of members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post-office address of each member; which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. *Assistant Treasurers and Assistant Secretaries.* If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. *Committees of Directors.* The Board of Directors, by resolution adopted by a majority of the Directors in office may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or Officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. *Other Committees.* Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting in which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. *Term of Office.* Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. *Chairman.* One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. *Quorum.* Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. *Rules.* Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. *Checks, Drafts, etc.* All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. *Deposits.* All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. *Gifts.* The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its statutory or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X. DUES

Section 1. *Annual Dues.* The Board of Directors may determine from time to time the amount of the annual dues payable to the corporation by members.

Section 2. *Payment of Dues.* Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member may be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

Section 3. *Default and Termination of Membership.* When any member shall be in default in the

payment of dues for a period of one month from the beginning of the fiscal year or period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these by-laws.

ARTICLE XI. SEAL

The Board of Directors shall provide a corporate seal, which shall have inscribed thereon the name of the corporation and the words "Corporate Seal – Back Country Horsemen of Central Arizona".

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. AMENDMENTS TO THE BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.