

Amended and Restated Bylaws of RMSC
Adopted April 22, 2003
Amended November 15, 2014

ARTICLE ONE
NAME

Incorporated October of 2000, as the Rockie Mountain Saddle Club, herein referred to as RMSC.

ARTICLE TWO
PURPOSE

Section 1.

The purpose of the RMSC is as stated in the Articles of Incorporation:

1. To promote family gymkhanas and horse show in Northern Colorado.
2. To develop a spirit of fair competition and appreciation of good sportsmanship with the contestants.
3. To safeguard the interest of sponsoring agencies and to protect the health and welfare of contestants in competition.
4. To encourage high moral character and clean living among its members.
5. To establish an award system whereby RMSC high point champions maybe names and awarded at the end of each year.

Section 2.

The RMSC mission: The Rockie Mountain Saddle Club is dedicated to providing fun, affordable learning experiences for 4-H members and other families with horses.

ARTICLE THREE
OFFICES

The principal office of the corporation shall be located at 420 West County Road, Wellington, 80549, Larimer County, Colorado or such other location as may be adopted in the future by the Board of Directors, herein referred to as the Board.

The registered office of the corporation shall be as required by the Colorado Open Home Profit Corporation Act; thus it may be, but may not be, identical to the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE FOUR
MEMBERSHIP

Section 1.

- a.) Membership in the association shall be open to all individuals and families. b.) Eligibility for membership and age division for competition is determined by the individual's age on January first of the current year.
- c.) All memberships expire as of December 31 of the current year, unless the dues for the new year have been paid prior to December 31
- d.) The RMSC release waiver must accompany membership applications.
- e.) Membership dues are set by the Board of Directors.
- f.) All membership dues and all fees will be put into a general fund to be used in the

- g.) The Board may establish special membership classifications with such provisions, as it shall deem advisable.
- h.) Non-members may compete at RMSC events by paying the appropriate non-member event fees as set by the board. Non-members will be required to follow all rules set by the RMSC.

Section 2. Membership Roll. The membership roll shall be maintained by the Secretary.

Section 3. Voting rights. Members in good standing are eligible to and shall have the right to vote on all matters coming before meetings of the members of RMSC. The privilege of voting shall be vested in the individual, and in the case of a family, each shall have one vote.

ARTICLE FIVE **MEETINGS of the MEMBERSHIP**

Section 1. Annual Meeting. The annual meeting of the RMSC shall be convened in November of each year, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. At this meeting, reports shall be submitted by the president, the treasurer and such other officers, officials, auxiliaries and committees as may be requested to do so by the Board; a budget for the coming fiscal year shall be approved and such Board members and officers as necessary shall be elected.

Section 2. Place of Meeting. The Board may designate any place within Larimer County, in the State of Colorado, as the place of meeting for any annual meeting or for any special meeting called by the Board. A waiver of notice signed by a majority of the members entitled to vote at a meeting may also designate any place, within Larimer County, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the RMSC in Larimer County, Colorado.

Section 3. Notice of meetings. Every member of the RMSC shall be notified by mail, e-mail, or by posting on the RMSC website, or combination thereof, not more than twenty-eight (28) and at least fourteen (14) days prior to the holding of the annual meeting or any adjourned annual meeting. The information in written or printed notice shall include:

1. Place, day, and hour of the meeting
2. List of nominees.
3. Agenda of the meeting.
4. A complete current financial statement (net worth statement & balance sheet).
5. Proposed budget for the following fiscal year.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at the member's address as it appears on the records of the RMSC, with postage thereon prepaid. If by e-mail, such notice shall be deemed delivered 48 hours after being sent to the member at the member's e-mail address as it appears on the records of the RMSC. If notified by posting on the RMSC website, notice shall be deemed delivered 5 days following posting.

Section 4. Special Meetings. Special meetings of the RMSC, for any purpose or purposes, may be called by the president or shall be called at the request of a majority of the Board, or on written application of twenty (20) percent of the members. No business shall be transacted at such meeting except that specified in the call.

In case of a special meeting, notice including the purpose or purposes for which the meeting is

called, shall be delivered not less than seven, (7) nor more than twenty-eight, (28) days before the date of the meeting, either personally or by mail, e-mail, or by posting on the RMSC website, or

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combination thereof, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at the member's address as it appears on the records of the RMSC, with postage thereon prepaid. If by e-mail, the notice of a meeting shall be deemed to be delivered 48 hours after being sent to the member at the member's e-mail address as it appears on the records of the RMSC. If notified by posting on the RMSC website, notice shall be deemed delivered 5 days following posting.

Section 5. Fixing Record Date. For the purpose of determining members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, membership record books shall be closed on the date of mailing, or e-mailing of the notice for that meeting.

If the membership books are not closed and no record date has been fixed for the determination of members entitled to notice of, or to vote at, a meeting of members, the date that notice of the meeting is mailed or e-mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6. Quorum. Thirty percent, (30%), of the members of the RMSC eligible to vote shall constitute a quorum at meetings. If less than a quorum of such members is present at a meeting, a majority of the members so represented may adjourn the meeting without further notice. At such reconvened meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. Proxies. Proxies shall not be allowed.

Section 8. Not used.

Section 9. Meeting conduct. Meetings of the RMSC will be conducted in accordance with Robert's Rules of Order.

ARTICLE SIX BOARD OF DIRECTORS and OFFICERS

Section 1. Powers and Duties. The Board shall manage the business and affairs of the corporation. It shall develop and publish policies relating to the functioning of the RMSC, the rules for RMSC events and shall act on all matters of policy. The powers and duties of the officers shall be as provided herein and as provided from time to time by resolution or other directive of the Board. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this corporation.

Section 2. Number and officers. The officers of the RMSC shall be a president, a secretary, a treasurer, and vice-president. All officers will be included on the Board as Directors. The total number of directors of the corporation shall be no smaller than five (5) or greater than nine (9).

a.) President. The duties of the president shall be to act as chairperson at all RMSC and Board

meetings, to appoint committees, of all of which s/he is to be an ex-officio member; to call special meetings; to sign all legal documents and to perform such other duties as are incident to the office.

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- b.) Vice President. The Vice-President shall assume the duties of the President if the President is absent or unable to perform the duties of that office. S/he will assist committees and perform other functions as assigned by the Board.
- c.) Treasurer. The treasurer shall be the custodian of all funds of the RMSC and shall be, or shall appoint, the disbursing agent(s) of the RMSC as authorized by the Board. S/he shall report monthly to the Board. S/he shall present a financial report to the RMSC at all regular meetings, track all entry fees and disburse all prizes. S/he shall arrange for an audit of the RMSC's financial records by a RMSC Committee appointed by the Board or an independent Public Accountant selected with the Board's approval as directed by the Board or finance committee. This shall be accomplished, at a minimum, every two years.
- d.) Secretary. The secretary, or an appointee thereof, shall serve as the secretary of the RMSC and the Board. S/he shall keep the minutes of both bodies, keep a register of all the members of the RMSC, send out notices of all meetings, sign all legal documents, maintain and publish; points, the bylaws, rules, the newsletter, and performs such other duties as are incident to the office.
- e.) All officers, assistants or appointees shall have written job descriptions.
- f.) Though not as members of the Board, such other assistant officers and appointees as deemed necessary may be elected or appointed by the Board and shall have the authority to perform the duties prescribed from time to time by the Board. Such officer or agent may be removed by the Board whenever in its judgment the best interests of the RMSC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- g.) Any two or more offices may be held by the same person, except the offices of president, secretary and treasurer.

Section 3. Qualifications and Tenure. Directors must be a member of the RMSC in good standing for the current year at the time of election and must be of legal age to enter into and negotiate a contract. Directors, excluding the immediate past president, may not serve more than three, (3), consecutive terms as a director. Refer to Article 14 for transition.

Section 4. Election and Term of Office. The President, Treasurer and up to three (3) other directors of the RMSC shall be elected at the annual meeting of the members in even numbered years. The Vice-President, Secretary and not more than two (2) other directors shall be elected in odd numbered years. Directors, including officers specifically listed above, shall be elected by a plurality of votes cast at the annual meeting of the RMSC and take office at the beginning of the next fiscal year.

The term of office shall be two (2) years. Each officer shall hold office until his or her successor has been duly elected and still qualifies at the beginning of the new fiscal year, or until his or her death, or until he or she resigns or is removed in the manner hereinafter provided.

Section 5. Regular Meetings. A regular meeting of the Board shall be held monthly at a time and date set by the president, at a specific location or using such other media (e.g., telephonically or other electronic means) or combination thereof, as the directors may determine. The Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 6. Special Meetings. Special meetings of the Board may be called by or at the request of the president or any three directors, and shall be held at the principal office of the corporation or at such other place or using such other media (e.g., telephonically or other electronic means) as the directors may determine.

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Section 7. Notice. Notice of any special meeting shall be given at least 72 hours before the time fixed for the meeting, by written notice delivered personally or mailed to each director at his or her designated address, by e-mail, or by telegram (or equivalent written or electronic communication). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than five days prior to the commencement of the above-stated notice period. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If sent by e-mail, such notice shall be deemed delivered 48 hours after being sent. Any director may waive notice of any meeting. The attendance of a director at a 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, in their opinion, 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.

Section 8. Quorum. One-half (50%) or more, of the number of directors, including officers, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than one-half of the directors is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 9. Board Decisions/Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. Proxies shall not be allowed. Minutes shall be kept of all meetings of the Board, recording at a minimum, all motions and resolutions proposed and the results of the board's vote thereon. Meetings will be conducted in accordance with Robert's Rules of Order.

Section 10. Removal. In the event that the Board determines that the responsibilities of one of its members are not being fulfilled, that individual may be removed from the Board by a two-thirds majority vote of the entire Board. Alternatively, a special meeting may be called by the RMSC to remove an individual from the Board by a two-thirds majority vote of all members eligible to vote.

Absence from three, (3) meetings in a year without extenuating circumstances will be deemed a resignation from the Board. Notice of absence should be given to the President and/or the Secretary prior to the affected meeting.

Section 11. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the full Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 12. Adding Directors. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 13. Compensation. Officers and the other directors as such shall not receive compensation for their services. By resolution of the Board expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board, or for conducting the business of the RMSC duly delegated to a director by the board. Nothing herein contained shall be

construed to preclude any director from serving the RMSC in any other capacity and receiving compensation therefor. Nothing herein contained shall be construed to preclude any director from participating/competing in RMSC events.

Section 14. Presumption of Assent. A director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting.

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Section 15. Indemnity.

- a.) Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors and officers including persons formally occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person acting in that capacity under these Bylaws.
- b.) Approval of Indemnity. On written request to the board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met under the applicable provisions of sections 7-129-101 through 7-129-108, inclusive, of the Colorado Corporations Code, and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine whether the applicable standard of conduct has been met under the applicable provisions of the Colorado Corporations Code, and if so, the members present at the meeting shall authorize indemnification.
- c.) Insurance. The corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its officers and directors, against any liability asserted against or incurred by any officer or director in such capacity or arising out of the officers and directors status as such.

Section 16. Meetings Open to Members. All regular meetings of the Board shall be open to members of the RMSC; however, members shall not have any voting rights at meetings of the Board.

Section 17. Executive Session. The Board, when addressing questions of privilege, personnel or legal issues, may by simple majority vote, go into executive session, as provided by Robert's Rules of Order.

ARTICLE SEVEN

COMMITTEES

Section 1. Committees of Directors. The Board, 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. The committees, to the extent provided in said resolutions, shall have and exercise the authority of the Board in the management of the RMSC, except that no such committee shall have the authority of the Board in reference to: adopting a plan of merger or adopting a plan of consolidation with another organization; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the RMSC; authorizing the voluntary dissolution of the

RMSC or revoking proceedings thereof; adopting a plan for the distribution of the assets of the RMSC; or amending, altering or repealing a resolution of the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director, of any responsibility imposed by law.

Section 2. Nominating Committee. The committee shall consist of three members, appointed by the Board, who have been members in good standing of the RMSC for at least a year. The Board shall appoint the chairperson of the committee.

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- a.) The slate of nominees shall consist of at least one nomination for each officer and/or Board member whose term of office shall expire at the close of the then current fiscal year.
- b.) Selections of the nominating committee shall be reported to the Board. Notice of said nominations shall be filed with the secretary and included in that month's mailing to the RMSC.
- c.) Additional nominations may be made from the floor at the annual meeting. If the nominee is not present there must be presented a notice signed by the nominee attesting to the nominee's willingness to accept the responsibilities of the Board position.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the RMSC may be designated by the president or by a resolution adopted by a majority of the directors present at a Board meeting. Except as otherwise provided in such resolution, members of each committee shall be members of the RMSC and the director in charge of the committee shall appoint the members thereof with the approval of the president. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interest of the RMSC shall be served by such removal.

Section 5. Accountability. All committees are accountable to the director in charge and through them to the Board and may be dissolved by a majority vote of the entire Board.

Section 6. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the RMSC in an even numbered year, unless the committee is sooner terminated, or unless the member resigns, is removed or ceases to meet the qualifications to be on the committee.

Section 7. Chairperson. One or more member(s) of each committee shall be appointed (co)chairperson by the person or persons authorized to appoint the members of the committee.

Section 8. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 9. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be an act of the committee. Proxies shall not be allowed at meetings of committees.

Section 10. Rules. Each committee may adopt rules for its own governance as long as such are not inconsistent with these bylaws, or with rules enacted by the Board.

ARTICLE EIGHT
FISCAL YEAR

The fiscal year of the corporation shall begin annually on January 1.

ARTICLE NINE
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the RMSC, and such authority may be general or confined to specific instances.

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Section 2. Loans. No loans shall be contracted on behalf of the RMSC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the RMSC shall be signed by such officer or officers, agent or agents of the RMSC and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the RMSC not otherwise employed shall be deposited from time to time to the credit of the RMSC in such banks, trust companies, or other depositories as the Board may select.

ARTICLE TEN
DUES AND FEES

Members shall pay such annual dues, assessments, tuitions and other fees as shall be determined by the Board, or appointees of the Board.

- a.) Membership dues are payable in advance.
- b.) A member, who fails to pay any financial obligation due the RMSC within three (3) months after such obligation shall become due and payable, will have their circumstances brought to the Board for further action as necessary; such action may include termination of membership. After such actions, the Board shall provide written notification to the member.
- c.) The resignation of any member shall not relieve him/her from the payment of any obligation due the RMSC at the time of resignation.

ARTICLE ELEVEN
WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of law, 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 TWELVE
AMENDMENTS

Amendments to these bylaws shall be presented in writing and shall be initiated by the Board or

by at least twenty (20) percent of the members of the RMSC, and shall be filed with the secretary. Such amendments shall be voted upon at any regular meeting of the RMSC or at any special meeting called for that purpose. Copies of the proposed amendments shall be mailed to each member along with the notice of the meeting. An affirmative vote of two-thirds of the members present shall be necessary to adopt any amendment.

ARTICLE THIRTEEN DISSOLUTION

Upon dissolution of the RMSC, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the RMSC, dispose of all of the assets of the RMSC in such manner, or to a non-profit entity organized and operated within the State of Colorado, exclusively for charitable equine educational purposes.

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ARTICLE FOURTEEN TRANSITION

Section 1. These bylaws become effective immediately upon approval by a two-thirds majority vote of the entire Board of Directors as required in the previous by-laws.

Section 2. The terms that began January 1, 2003 shall count as the first term for directors and officers first under Article 6, section 3.