



**Hood River Saddle Club**  
**Amended & Restated**  
**ByLaws**

Updated: 12/01/15

**Hood River Saddle Club Amended & Restated ByLaws**  
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# AMENDED AND RESTATED BYLAWS

OF

## HOOD RIVER SADDLE CLUB

### SECTION 1 - OFFICES

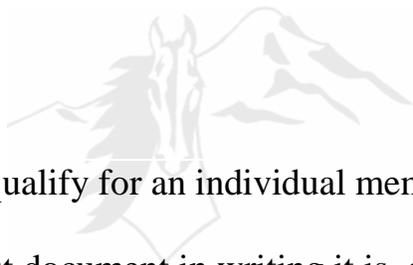
Section 1.01 Principal Office: The principal office of the Hood River Saddle Club, a non-profit corporation, hereafter stated as the corporation, is located at 4384 Belmont Road, Hood River, Oregon, and the mailing address is P.O. Box 154, Hood River, Oregon, 97031.

Section 1.02 Registered Office and Agent: The corporation shall have and continuously maintain in the State of Oregon a registered office and a registered agent whose office is identical with such registered office, as required by the Oregon Non-Profit Corporation Law in the State of Oregon. The address of the registered office may be changed from time to time by the Board of Directors.

### SECTION 2 - MEMBERS

Section 2.01 Membership: Any person who is interested in horsemanship and in actively furthering the objectives and purposes of this organization, applies for membership, signs such liability release forms as may be required from time to time by the Board of Directors, and pays the required dues shall be eligible for membership.

Memberships may be individual or family. For purposes of this rule, an individual member must have reached his/her 18th birthday, and a family includes a person, his or her spouse or partner, and the children in their household. "Children in the household" includes children residing in the home under age 18, and children age 18 to 23, who are residents of the household, dependent upon the family for support, and actively enrolled in a formal education program. All household members 18 years of age or older shall sign the Saddle Club membership application and liability release. Use of Saddle Club facilities by any member under age 18 shall be allowed only if proper forms are signed, and if said minor is under the supervision of a responsible adult with some actual authority over the minor.



A youth group may qualify for an individual membership if the following conditions are met:

- a. The youth group must document in writing it is, or is affiliated with, a governmental or other legal entity authorized to do business in the state of Oregon.
- b. The youth group organization must have liability insurance which will cover the activities of the youth group members, including organized participation in Saddle Club events, present a written certificate of insurance coverage, and make available the signature of a person authorized to legally bind the youth group organization with respect to a liability release agreement.
- c. The youth group organization must be responsible for the youth organization's membership records, and guarantee that no child who is not a current member in good standing of the youth group will be allowed to participate in Saddle Club activities.
- d. Provide a responsible adult supervisor to accompany any youth group member during participation in any Saddle Club activity.

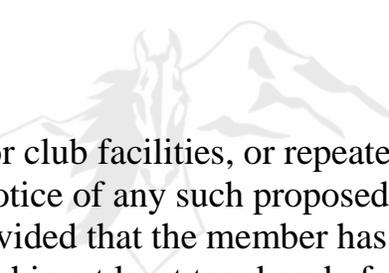
If the above special membership criteria are satisfied, the Youth Group may join the Saddle Club as an individual member by paying the corresponding annual membership dues, and thereafter all young people who are members of that group shall be able to participate in Saddle Club activities and events.

Any person over age 65 who has been a member in good standing for at least 10 years shall be entitled to apply for, and the board may approve, lifetime member status, with a waiver of all subsequent membership dues.

Section 2.02 Status of Members: Memberships will be active when the requirements of Section 2.01 are met, but may be reviewed for full compliance with all Saddle Club regulations at any meeting of the members or at any meeting of the Board of Directors. The Board of Directors will designate an officer, from time to time, to monitor compliance with membership criteria.

Section 2.03 Voting Rights: Each member over age 18 shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.04 Termination of Membership: A member may be suspended or expelled for cause by the vote of not less than two-thirds of the members present at a meeting of the members. A suspension or expulsion for cause would be appropriate in the event of the commission of a crime on club property or at club event, engaging in behavior creating an unreasonable risk of harm to a club



member, his or her animal, or club facilities, or repeated violations of duly adopted Saddle Club safety rules. Notice of any such proposed action shall be duly given in the notice of meeting, provided that the member has been informed in writing of the charges preferred against him at least ten days before such meeting. The member shall be given opportunity to be heard at such meeting.

The members of the Board, by a majority vote of those present at any regular and duly constituted meeting, may terminate the membership of any member who has become ineligible for membership and may suspend or expel any member who shall be in default with respect to any financial obligation to the corporation.

Section 2.05 Resignations: Any member may resign by filing a written resignation with the Board Secretary.

Section 2.06 Reinstatement: Upon written request signed by a former member and filed with the secretary, and compliance with membership requirements stated in Section 2.01 above, the Board may reinstate such former member upon such terms as the Board may deem appropriate.

Section 2.07 Transfer of Membership: Membership in this corporation is not transferable or assignable.

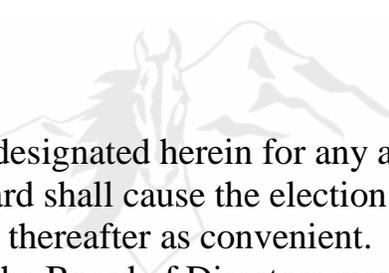
Section 2.08 Membership Fees: Membership dues shall be in such amount as may be fixed by the Board of Directors at any annual meeting, or at any special meeting called for the purpose.

Section 2.09 Membership - Liability for Corporation's Obligations: Fully paid members shall not be liable for any debts or obligations of the corporation and shall not be subject to any assessment.

Section 2.10 Members Bound by Bylaws: These bylaws are the rules adopted by the corporation for its management and governance, and shall be binding upon all members.

### **SECTION 3 - MEETINGS**

Section 3.01 Annual Meeting: An annual meeting of the members shall be held at 4384 Belmont Road, Hood River, Oregon, on the first Tuesday of December each year, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors



shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board shall cause the election to be held at a special meeting of members as soon thereafter as convenient. If the annual meeting is not held at the designated time, the Board of Directors may call the annual meeting at a time fixed by them not more than sixty days after such designated time by proper notice designating the meeting as the annual meeting. If the annual meeting is not held at the designated time or during the sixty day period thereafter, the annual meeting may be called by members having a one-tenth of the votes entitled to be cast at the meeting. In such event, notice shall be given not more than fifteen days after the expiration of such sixty day period. Such notice shall fix the time of the meeting at the earliest date permissible under the applicable notice requirements.

Section 3.02 Monthly Meetings: Business meetings for the Saddle Club shall be held monthly, on the first Tuesday of each month, February through December or on such other day of the month as may from time to time be set by the Board of Directors. There shall be no regular monthly meeting in January.

Section 3.03 Special Meetings: Special meetings of the members may be called by the president, the board, or not less than one-tenth of the members.

Section 3.04 Notice of Meetings: Notice of regular monthly meetings shall not be required.

Written or printed notice of any special meeting, stating the place, day, and hour of the meeting shall be delivered either personally, by mail, or by email, to each member entitled to vote at such meeting, not less than seven or more than thirty 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. The purpose for which such 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 or her address as it appears on the records of the corporation, with postage hereon prepaid. Any member may waive notice of any meeting. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 3.05 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 the members, may be taken without a meeting upon written consent or approval of all the members, setting forth the action so taken.

Section 3.06 Quorum: At any meeting a quorum shall consist of those members, or Directors as the case may be, who attend a meeting for which notice has been properly given. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

Section 3.07 Parliamentary Procedure: Except as otherwise may be provided in these bylaws, all meetings shall be conducted in accordance with the provisions of “Robert’s Rules of Order”.

## **SECTION 4 - BOARD OF DIRECTORS**

Section 4.01 General Powers: The policy decisions and administrative affairs of the corporation shall be managed by its Board of Directors.

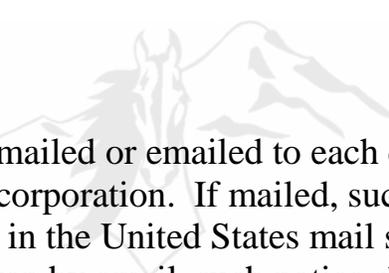
Section 4.02 Number, Tenure and Qualifications: The Board of Directors shall consist of not less than nine directors. A director nominating committee shall be appointed by the President prior to the October membership meeting each year, and that committee shall make nominations at the November membership for candidates for director positions due to become vacant at the end of the year. Directors to fill those positions shall be elected by the members at the annual meeting in December each year.

Section 4.03 Term of Office: The terms of office of the directors shall be two years, in staggered terms, such that half the Board will stand for election each year.

Section 4.04 Regular Meetings: A regular meeting of the board shall be held, without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of the members.

Section 4.05 Special Meetings: Special meetings of the board may be called by or at the request of the president and shall be called by the secretary at the request of any two directors.

Section 4.06 Notice: Notice of any special meeting shall be delivered not less than seven, nor more than thirty days before the date of the meeting, by written



notice delivered personally, mailed or emailed to each director at the address shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage paid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent, with acknowledgment of receipt required. 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 the meeting is not lawfully called or convened. The business to be transacted at a meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or these bylaws.

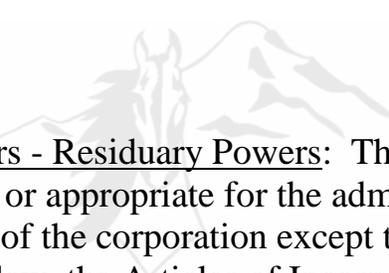
Section 4.07 Quorum: A majority of the of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.08 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 of Directors, unless the act of a greater number is required by law or by these bylaws. The board may also act by written consent on approval of all the directors of the corporation setting forth the action taken.

Section 4.09 Vacancies: Any vacancy occurring in the board shall be filled by the board not later than two months after the event creating the vacancy. A director appointed by the Board to fill a vacancy shall serve until a successor has been elected by the members at a regular annual meeting, or at a special meeting of the members called for that purpose. A director elected by the members to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.10 Compensation: Directors shall not be paid for their services as directors except that a director may be reimbursed by the corporation for expenses incurred in his/her official capacity as may be provided by resolution of the board.

Section 4.11 Directors - Absence from Meetings: Any director who is absent from three consecutive meetings without excuse satisfactory to the board shall be deemed to have surrendered his or her office as director.



Section 4.12 Directors - Residuary Powers: The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved to the members by law, the Articles of Incorporation, or these bylaws shall be vested in the board.

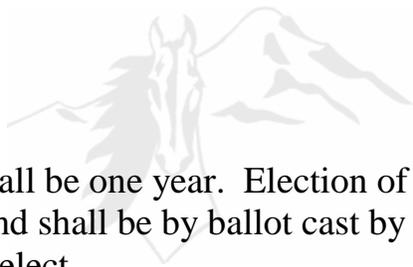
Section 4.13 Directors - Removal from Office: A director may be removed from office, for cause, by a vote of not less than three-fourths of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of meeting and provided the director has been informed in writing of the charges preferred against him or her at least ten days before such meeting. The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director shall be filled by a majority vote, which may be taken at the same meeting at which such removal takes place.

Section 4.14 Directors - Standing Rules, Official Policy, and Approved Forms: The directors shall adopt and approve from time to time such standing rules, official policies and administrative forms relating to usage agreements, safety rules and the like as may be necessary or useful for the safe and proper operation of Saddle Club facilities. Once adopted, said rules, policies and forms shall kept by the Secretary in a policy manual, and they shall remain in effect until amended or repealed by action of the board of directors.

## **SECTION 5 - OFFICERS**

Section 5.01 Officers: The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, elected by the board from its membership. The board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board. The office of secretary and treasurer may be combined and held by one person. Officers shall continue to serve as members of the board during their terms in office.

Section 5.02 Election and Term of Office: The officers of the corporation specified in Section 5.01 shall be elected from the membership of the board by the members of the board at its annual meeting or as soon thereafter as feasible. New offices may be created and filled at any meeting of the board. Each officer shall hold office until the next annual election of directors and until his or her successor shall have been duly elected and shall have qualified.



The term of office shall be one year. Election of officers shall take place at the annual board meeting and shall be by ballot cast by qualified directors. A plurality of votes cast shall elect.

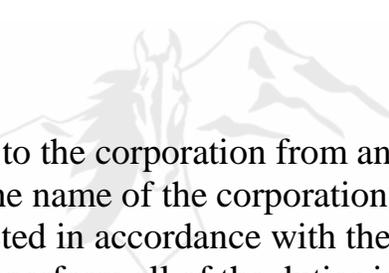
Section 5.03 Removal: Any officer elected or appointed by the board may be removed by the board by two-thirds vote of the remaining directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.04 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board by majority vote for the unexpired portion of the term.

Section 5.05 President: The president shall, subject to the control of the Board of Directors, supervise the business and affairs of the corporation. The president shall preside at all meetings of the members and board, and shall be an ex-officio member of any executive committee created by the board. The president may sign, with the attestation of the secretary, or any other proper officer of the corporation authorized by the board, any deeds, mortgages, bonds, contracts, or other instruments which the board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or these bylaws to some other officer or agent of the corporation, and in general shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.06 Vice President: In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have the powers of and be subject to the restrictions upon the president. Any vice president shall perform such duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 5.07 Treasurer: The treasurer shall apply for and provide a bond for the faithful discharge of his or her duties in a commercial bonding company in a sum not less than the maximum sum that the treasurer would be responsible for at any given time. The fee for the bond, and any renewal thereof, shall be paid from Saddle Club funds. The treasurer 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; deposit all such moneys in the name of the corporation in such banks or other depositories as shall be selected in accordance with the provisions of Section 7 of these bylaws; and in general perform all of 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 5.08 Secretary: The secretary shall keep the minutes of the meetings of the 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 bylaws or as required by law; be custodian of the corporate records; keep a register of the contact information for 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 or her by the president or by the Board of Directors.

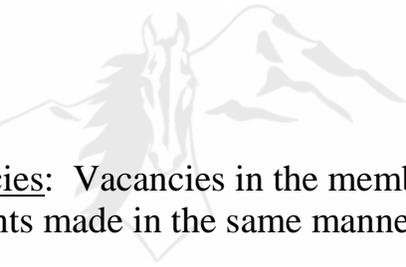
## **SECTION 6 - COMMITTEES**

Section 6.01 Committees of Directors: The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board in the management of the corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board, or any individual director, or any responsibility imposed by law.

Section 6.02 Other Committees: Other committees not having the authority of the board in the management of the corporation may be appointed by the President. Such committees shall be advisory only. Except as otherwise provided by resolution of the Board, members of such committees shall be members of the corporation.

Section 6.03 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 or her successor is appointed, unless such member shall cease to qualify as a member thereof.

Section 6.04 Chairperson: One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.



Section 6.05 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of original appointments.

Section 6.06 Quorum: Unless otherwise provided in the resolution of the board designating a committee, a majority of the members of the entire 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 the act of the committee.

Section 6.07 Rules: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

**SECTION 7 - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

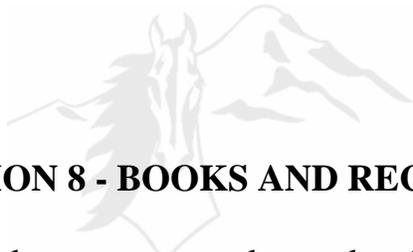
Section 7.01 Contracts: The board may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance.

Section 7.02 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 both the president and an officer other than the treasurer of the corporation, to be designated by resolution of the Board. In the absence of either the president or the designated signing officer, the vice president shall be authorized to sign for the corporation, in place of the absent officer.

Section 7.03 Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

Section 7.04 Gifts: The board 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. Said gifts or contributions may be invested in the same manner as allowed by law for the investment of trust funds.

Section 7.05 Loans: No loans shall be made by the corporation to its directors or officers.



## **SECTION 8 - 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, the board, and committees having any of the authority of the board, and at the registered or principal office, a record giving the names and complete contact information of all the members. There shall be a complete financial report presented at each monthly meeting, including a reconciled checking account register, and presentation of current accounts payable for approval at the meeting. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purposes at any reasonable time. The board shall cause an independent financial review of the records of the corporation to be made each year by a financial professional with appropriate credentials to perform such review.

## **SECTION 9 - 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.

## **SECTION 10 - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the statutes of said state or the Articles of Incorporation, or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled thereto, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of notice.

## **SECTION 11 - REPEAL OF PRIOR CONSTITUTION AND BYLAWS**

The corporation's prior Constitution and Bylaws are hereby repealed, and replaced by these Amended and Restated Bylaws of Hood River Saddle Club.

## SECTION 12 - FUTURE REPEAL OR AMENDMENT OF THE BYLAWS

These bylaws may be repealed or amended by a vote of at least two-thirds of the members present at any annual meeting of the members or at any special meeting of the members called for such purpose, at which a quorum is present; provided, however, that no such action shall change the purposes of the corporation so as to impair its rights and powers under the laws of said state, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its members or to deprive any member without his or her express assent, of rights, privileges, or immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than seven nor more than thirty days before such meeting and shall be forth in such amendment.

### CERTIFICATION OF ADOPTION

The undersigned secretary of the corporation does hereby certify that the foregoing bylaws were duly adopted by the members of said corporation on the 1<sup>st</sup> day of December, 2015, at a duly called and constituted meeting of the members, and that they do now constitute the bylaws of said corporation.

  
SECRETARY