

BYLAWS OF Columbia River Cutting Club, Inc

ARTICLE 1-NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be Columbia River Cutting Club, Inc., hereinafter referred to as “CRCC”. CRCC shall be a nonprofit organization incorporated under the laws of the State of Oregon

Section 2 – Purpose: CRCC is organized to encourage and increase the promotion, development and breeding of cutting horses. Also, encourage member’s participation, good sportsmanship and mutual respect among the non-profit corporation under current IRS guidelines.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility for Membership: Application for voting membership shall be open to any current resident of the United States. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2 – Membership Fees and Annual Dues: Membership dues shall be \$35.00 each year for an individual or family membership, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

After written notice of non-payment of dues, a member who has not paid will be removed from the membership roles. All paid up members names will be published in the February Newsletter, lack of a name of a former member will be the written notice required in this section.

Dues paid after October 1st of each year will be applied to the next year’s membership roles.

Section 3 – Rights of members: Each member shall be eligible to vote in association elections.

Section 4 – Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5 – Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Regular meetings: Regular meetings of the members shall be held regularly, at a time and place designated by the President.

Section 2 – Annual meeting: An annual meeting of the members shall take place in the month of November, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall announce the new directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3 – Special meetings: Special meetings may be called by the President, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 - Notice of meetings: Printed notice of each meeting shall be given to each voting member, by mail or e-mail, not less than two weeks prior to the meeting.

Section 5 – Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates the responsibility of day to day operations to the staff and committees. The board shall have up to 12 but not fewer than 3 members. The board receives no compensation other than reasonable expenses. All members of the board must be in good standing with the club.

Section 2 – Terms: All board members shall serve two-year terms, but are eligible for re-election.

Section 3 – Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice via mail or e-mail at least two weeks in advance.

Section 4 – Board elections: New directors and current directors shall be elected or re-elected by voting representatives of members by mail in vote in the month of October. Directors will be elected by a simple majority of member's votes presented by mail prior to the annual meeting.

Section 5 – Election procedures: The members shall be responsible for nominating prospective board members representing the association's diverse constituency by nominations submitted by mail during the month of September.

Section 6 – Quorum: A quorum must be attended by at least forty percent of board members for business transaction to take place and motions to pass.

Section 7 – Officers: There shall be four officers of the board, consisting of a President, Vice-President, Secretary and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-president shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fund raising plans, and make financial information available to board members and the public. There will be four allowable signers on CRCC checks. They are President, Vice-President, Secretary and Treasurer

The Past President shall automatically become a board member. If the President is re-elected, the membership shall elect a board member to fill the position.

Section 8 – Conflict of Interest: Any conflict of interest or possible conflict of interest on the part of any members of the Board of Directors or their families or businesses shall be disclosed to the other members of the Board and made a matter of record when the interest becomes a matter of Board action. Any Director having such duality of interest or possible conflict of interest on any matter, shall not vote or use his/her position on the matter, or from answering pertinent questions of other Directors, since his/her knowledge may be of assistance to the Board.

Section 9 – Vacancies: When a vacancy on the board exists mid-term, the President shall appoint a member that is willing to serve until the next upcoming election. At the time of the election the term shall coincide with the term that is remaining for the said vacancy.

Section 10 – Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excessive absences, more than two un-excused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11 – Special meetings: Special meetings of the board shall be called upon at the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 12 – Waiver of Notice: The board may agree to waive the two-week written notice by majority vote. Such a waiver must be noted in the minutes of the meeting and signed by all attending Board members.

ARTICLE V – COMMITTEES

Section 1 – Committee formation: The board may create committees as needed, such as fund raising, events, public relations, data collection, etc. The board President appoints all committee chairs.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee. Except for power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. According to Oregon law, a board must consist of at least a President and a Secretary. Other officers can be created as needed. Committees are assigned by the board of directors to work on specific issues facing the organization.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund raising plans, and the annual budget. Any major change in the budget must be approved by the board of the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members and the public.

ARTICLE VI – DIRECTOR AND STAFF

Section 1 – Executive Director: The executive director is hired or appointed by the board. A Board member may be the executive director.

The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VII – LIABILITY

Section 1 – Liability: No officer, committee or member of the corporation, or other person shall contract or incur any debt on behalf of the corporation, or in any way render it liable unless authorized by the Board of Directors. No officer, committee or member of the corporation is authorized to promise moral or financial support to any charitable or other objective without the approval of the Board of Directors, or vote of the member of the corporation.

Section 2 – Immunity of Members: No member of the corporation, officer, or member of any of its boards or committees shall be personally liable for the acts of the corporation, its board, committees, officers or agents. The corporation shall indemnify to the fullest extent, not prohibited by law, any person who is made, threatened to be made, a party of an action, suit of proceeding, whether, civil, criminal, administrative, investigative or otherwise, (including an action suit proceeding by or in the right of the corporation) by reason of the fact that he or she is or was a Director or officer of the corporation, or with respect to any employee, while serving at the request of the corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by Two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by two-thirds majority vote on November 20, 2016

Secretary

Date

Linda S Beck

November 20, 2016