

**BYLAWS OF THE
JOHNSTOWN SADDLE CLUB, INC.**

ARTICLE I

Purposes, Powers, and Officers

Section 1: Purposes and Powers

The purpose of the corporation shall be education and training of youth and adults of the Johnstown/Milliken and surrounding communities in activities related to and promoting better horsemanship.

- A. The corporation shall provide education and training intended to promote better horsemanship, conduct, sportsmanship and animal care.
- B. The corporation shall promote equestrian activities, which will provide ongoing educational and competitive opportunities for the community.
- C. The corporation shall provide a forum for the exchange of information, ideas, and techniques from equine professionals and educators.
- D. The corporation shall lease and maintain arena facilities for the promotion of the activities in A, B, and C above.
- E. Subject to the restrictions set forth in these Articles of Incorporation, to engage in any other lawful activities, none of which shall be for profit, for which corporations may be organized under the Colorado Nonprofit Corporation Act.

In furtherance of the foregoing purposes of Johnstown Saddle Club Inc. shall have and may exercise all of the rights and powers given to nonprofit Corporations under Colorado Nonprofit Corporation Act.

Section 2: Office

The Johnstown Saddle Club Inc. may have such office as the Board of Directors may determine or the affairs or the Johnstown Saddle Club Inc. may require from time to time, The Johnstown Saddle Club Inc. shall maintain in the State of Colorado a registered agent whose physical address is of record with the office of the Secretary of State as required of Colorado law.

ARTICLE II

Members

Section 1: Classes of Members

The Johnstown Saddle Club Inc. shall have two classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- A. Regular Membership:
The members of this club shall be as follows:
 - 1. An individual person.
 - 2. A family group consisting of the parents and children 21 years of age and under.
 - 3. Honorary Life memberships: The Board of Directors may elect to honorary life membership any other person who for special reasons may be deemed Entitled to this privilege. Honorary life members shall not be required to pay an initiation fee or annual fee.

Section 2: Acceptance of Regular Members

Potential members shall be accepted for membership in good standing by the Johnstown Saddle Club Inc. upon receipt of the appropriate initiation fees and dues. Non potential membership shall be refused on the basis of race, color, sex, political affiliation or religious beliefs.

Section 3: Voting Rights

Each member in good standing, 9 years and older, shall be entitled to one vote on each matter submitted to a vote of the members. No proxy voting is allowed.

Section 4: General Privileges and Obligations

Members in good standing shall have equal rights and privileges except as otherwise limited by these Bylaws. All members shall obey and be bound by these Bylaws and by the rules and regulations adopted from time to time by the Board of Directors and by the decisions and actions of the Board.

Section 5: Disciplinary Rules

Members may be disciplined, expelled or suspended for cause after an appropriate hearing in accordance with such rules and regulations as adopted from time to time by the Board of Directors.

Section 6: Reinstatement

A member may resign from the Johnstown Saddle Club Inc. at any time. However, the act of resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges for which the member became liable prior to resignation.

Section 7: Reinstatement

Upon request of a former member, the Board of Directors may, with the affirmative vote of at least two-thirds of the directors in office, reinstate such former member to membership upon terms that the Board of Directors may deem appropriate.

Section 8: Transfer of Membership

Membership in the Johnstown Saddle Club Inc. shall not be transferable.

ARTICLE III

Meetings of the Members

Section 1: Annual Meeting

An annual meeting of the members shall be held on the first Saturday in October. The meetings shall begin at a time and place determined by the President, Vice President, Secretary, and Treasurer of the corporation. The purpose of this meeting shall be to elect new officers for the next year and the election of the new member to the Board of Directors that becomes vacant on this date.

Section 2: General Meeting

The monthly general meetings of the corporation shall be held on the first Saturday of each month, excluding the month of December and August. The meetings shall begin at a time and place designated by the President, Vice President, Secretary, and Treasurer of the Corporation. These meetings shall be for the purpose of conducting any business that may properly concern the membership.

Section 3: Special Meetings

Special meetings may be called from time to time as required by the corporation. Special meetings of the Board of Directors may be called by a quorum of the Board of Directors. Special meetings of the officers may be called by any two officers of the corporation.

Section 4: Notice of Meetings

The annual and general meetings of the corporation shall require written notification to the membership stating the date, time and place. Notification must be mailed a minimum of 10 days prior to the meeting.

- Special meetings may be called by a quorum of the Board of Directors or any two officers stating the date, time, place, and purpose. Notification must be mailed a minimum of 10 days prior to the meeting date.
- A meeting of any committee may be called by the Chairperson of the committee in a manner deemed appropriate by that Chairperson.

Sections 5: Quorums

Those members, in good standing, present at the annual, general, or special meeting (excluding any Board of Directors meeting) shall constitute a quorum for such meetings.

- Any Board of Directors meeting shall require the presence of 2/3 of the current Board of Directors in order to constitute a quorum.

Section 6: Voting

A simple majority of the votes cast of any meeting shall be necessary for adoption unless a greater proportion is required by law or these Bylaws.

ARTICLE IV

Board of Directors

Section 1: Powers and Terms

The affairs of the corporation shall be governed by its Board of Directors. The number of directors shall be three. Directors shall be elected to serve for a term of three years. The terms of office shall be staggered so that the terms of one-third of the members of the Board of Directors expire each year.

Section 2: Restrictions of Terms

Directors shall be ineligible to serve more than two consecutive full terms in office provided; however, that only full terms served after the effective date of the Articles of Incorporation shall be counted for the purpose of this limitation. Persons who become ineligible to serve as director due to the foregoing limitation shall regain their eligibility after they have been out of office for one full year.

Section 3: Nomination and Voting

Only active members in good standing shall be entitled to nominate candidates and vote in elections of directors.

Section 4: Vacancies on the Board of Directors

A vacancy on the Board of Directors shall be filled in the usual voting manner to select a person to complete the unfinished term that resulted from the vacancy.

Section 5: Removal

Any director may be removed from office with cause after a discussion of the matter at a special meeting of members called expressly for that purpose. The method of removal shall be by a Roll Call Voice Vote of all members in good standing present at such a meeting. A two-thirds majority is required for this action.

Section 6: Audits

The Board of Directors shall appoint a least two but no more than three members to review all financial records of the corporation each year. This audit must be preformed before the annual meeting in October. The board may also audit or review any official records of the corporation at any time.

ARTICLE V

Officers

Section 1: Officers

The officers of the Johnstown Saddle Club, Inc. shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2: Election

All officers shall be nominated and elected in the prescribed manner by all active members in good standing present at the annual meeting in October.

Section 3: Terms

The terms for all officers shall be two years.

Section 4: Removal

Any elected officer any be removed by the Board of Directors whenever in its judgment the best interest of the Johnstown Saddle Club, Inc. would be served. A written recordation of the make up, voting, and discussion of the Board of Directors along with the time and place of the meeting shall be recorded as minutes and submitted to the Secretary for retention. In addition, if an Officer should have two consecutive unexcused meetings this will result in a review by a quorum of Officers and Board of Directors to make a decision to excuse the officer from their duties.

Section 5: Vacancies

A vacancy in the office of the President due to death, resignation, removal and disqualification or otherwise shall be filled by the automatic ascension of the Vice President to the office of

President. A vacancy in the office of Vice President, Secretary, or Treasurer due to death, resignation, removal, disqualification or otherwise shall be filled by the normal nomination and election process at any regular meeting of the corporation.

Section 6: President

The President shall reside at all regular meetings of the corporation and Board of Directors. The President shall be a designated co-signer on all funds disbursed by the corporation. The President shall create and define action committees, the President shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 7: Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subjected to all the restrictions upon the President. The Vice President shall also be a backup designated cosigner for any funds disbursed by the corporation in the absence of the President, the Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8: Secretary

The Secretary shall keep full and accurate minutes of regular, special, and Board of Director meetings 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 post office address on each membership which shall be furnished to the Secretary by the members, and in general perform all duties incident to operations of the Johnstown Saddle Club Inc. The Secretary shall perform other duties from time to time that may be assigned by the President or the Board of Directors.

Section 9: Treasurer

The Treasurer shall keep correct and complete records of accounts showing the financial condition and results of operations or the Johnstown Saddle Club Inc., shall be responsible for the preparation of any year end tax and income records, renewal of all necessary forms, records, applications, etc. required for the maintenance of Non-Profit status. The Treasurer shall be the legal custodian of all money, notes, securities, and other valuables, which may from time to time come into the possession of the Johnstown Saddle Club, Inc. The Treasurer shall deposit all funds of the Johnstown Saddle Club Inc. coming into the Treasurer's hands in depositories designated by the Board of Directors. The Treasurer shall be responsible for the payment of all bills declared valid by prescribed vote of the members during regular meetings. The Treasurer shall perform other duties from time to time as prescribed by the President or the Board of Directors.

ARTICLE VI

Indemnification

The corporation shall indemnify to the fullest extent permitted by the Colorado Nonprofit Corporation Act any person who is made or threatened to be made a party to an action, suit or proceeding: whether civil, criminal, administrative, investigative or otherwise (including an action by or in the name of the corporation): by reason of the fact that the person is or was a director or officer of the Johnstown Saddle Club Inc. or serves at the request of the Johnstown Saddle Club Inc., as a director or officer of any other corporation. The entitlement of any person to indemnification hereunder and the amount of indemnification shall be determined in accordance

with the procedures and other provisions set forth in the Colorado Nonprofit Corporation Act in effect at the time of the determination.

ARTICLE VII

Fiscal Year

The fiscal year of the Johnstown Saddle Club Inc. shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII

Dues

The annual dues and initiation fees for the Johnstown Saddle Club Inc. will be determined by the members during a regular meeting of the corporation. The prescribed method of voting shall prevail. Dues shall be paid in full at any time during the year. Members shall then be considered members in good standing and will have voting rights at the October annual meeting.

ARTICLE IX

Amendments to Bylaws

These Bylaws maybe altered, amended or receded and new bylaws may be adopted only at a duly constituted annual meeting of the members by an affirmative vote of at least two-thirds of the members present at that meeting. Written copies of proposed Bylaws changes which will be voted on by the membership at the annual meeting in October of each year must be made available to each member 10 days in advance of the regular meeting date in September (preceding the annual October meeting).

ARTICLE X

Rules

The officers of the Johnstown Saddle Club Inc. excepting the President of the Youth Organization may adopt rules which shall be in full effect until the next regular meeting, when they shall be approved or rejected per the methods of voting, listed in Article III, Section 6 above.

ARTICLE XI

Programs

One adult and two or three youth members shall prepare a program for each winter/spring meeting. Winter/spring meetings are defined as January, February, and April. These programs shall be helpful and education in material concerning the care of horses and activities of interest to all members.

ARTICLE XII

Riding Lessons

All members, in good standing, belonging to this club shall be eligible to participate in riding lessons provided a suitable arrangement can be made with a credible instructor.

ARTICLE XIII

Guests

Any member, in good standing, of the Johnstown saddle Club Inc. may invite guests to the general meetings. Guests will not be allowed to attend open ride nights.

ARTICLE XIV

Show Management

All Chairpersons shall assemble his/her committee for the purpose of organizing the committee/event for the year. Each committee shall present at the March regular meeting, any rule, event, or time changes for the membership approval by prescribed vote. In addition, all committees must present to the members at the March meeting an estimated budget for the fiscal year. In addition, the Johnstown Saddle Club is allowed to reserve dates for (unscheduled) events that may involve the use of stock, these date would be determined at a regularly scheduled general meeting.