

**BY-LAWS OF**  
**PARKER-ELIZABETH RIDING CLUB, INC.**

**I**  
**NAME**

Parker-Elizabeth Riding Club, Inc. (the Club) is a Nonprofit Equestrian Club incorporated in December, 1985, under the Colorado Nonprofit Corporation Act.

**II**  
**PURPOSE**

The purpose of the Club is to promote equestrian activities and educational opportunities for its members and community, and for said purpose and in connection therewith:

1. To work with government and private entities to encourage them to grant easements and rights-of-way for the purpose of horseback riding and other harmonious non-motorized recreation.
2. To provide equestrian educational programs for its members and the community.
3. To promote equestrian activities for members and guests.
4. To do any and all things necessary to accomplish its said purpose, including owning and disposition of property.

**III**  
**MEMBERSHIP & DUES**

1. **MEMBERSHIP** Membership in PERC can be either as an Individual or as a Family. A Family Membership consists of 1 or 2 adults and their children under age 21 residing at home.
2. **DUES** Dues shall be set by the Board of Directors annually. In determining the dues structure, the Board shall consider all member recommendations. Receipt of payment of dues in advance at the beginning of the fiscal year or at the time of initial joining or reinstating shall be a condition of membership in good standing.
3. **REMOVAL** Any member may be expelled at any time by a majority vote of the Board of Directors for actions or conduct detrimental to the Club or its membership.

**IV**  
**MEETINGS**

1. **BOARD MEETINGS** The Board of Directors shall meet a minimum of (9) nine times during the Fiscal Year. All Board Meetings shall be open to any Club

member. Any member wishing to make a presentation at a Board Meeting must be on the agenda prior to the beginning of the meeting.

2. MEMBERSHIP MEETINGS There shall be a minimum of (4) membership meetings yearly. The Annual Meeting shall be held during the last month of the Fiscal Year at a time and place to be determined by the Board. At any general membership meeting, proposed By-Law changes may be presented. Any By-Law changes shall be ratified or denied by the members at the next scheduled meeting following the meeting where the changes were proposed. Changes to be voted on shall be sent out at least ten (10) days in advance of this meeting to all members in good standing of record as of the date of mailing. Ratification of changes shall require a two-thirds (2/3) majority vote of those members present and in good standing.

3. SPECIAL MEETINGS Special Board and/or Membership Meetings may be called by the Board Chairman, Club President, or a minimum of ten Club members. Members shall be given at least 5 days notice of a Special Membership Meeting.

## V MANAGEMENT

The management of the corporation shall be vested in a Board of Directors (the Board) consisting of *nine* members.

1. BOARD The Board shall consist of: the Immediate Past President of the Club, four Board Members at Large elected by the Club, and the Elected Officers of the Club consisting of President, Vice President, Secretary, & Treasurer. It may also be changed to reflect a total of five Board Members at Large elected by the Club, should the Immediate Past President of the Club resign or become vacant, and the Elected Officers of the Club, consisting of President, Vice President, Secretary, & Treasurer, for a total of nine Board Members.

2. VACANCIES Interim Vacancies in any position of the Board or Club Officers shall be filled by majority vote of the Board. If the Immediate Past President of the Club should default their Board position, their position on the Board shall be filled by adding an elected Board Member at Large at the next Annual Meeting. Board Members at Large are kept to five elected positions.

3. BOARD QUORUM At least three officers and two Board members at Large for a total of five Board of directors members must be present to constitute a quorum. Each of the nine Board members is allowed one vote. The board will choose its own Chairman to conduct its meetings from among its members.

4. CLUB QUORUM At least ten members must be present to constitute a quorum for conducting business of the Club.

5. ELECTIONS

- A. Board Members at Large and Club Officers consisting of President, Vice President, Secretary, & Treasurer shall be elected at the Annual Membership Meeting.
  - B. Board Members at Large shall be elected for a two-year term, with two being elected one year, and two being elected the following year. If a Board Member is elected to replace the Immediate Past President, his term shall be a one-year term. Club officers shall be elected to a one-year term. All elected officials may succeed themselves.
  - C. Each member present age 18 & over and in good standing shall have one vote for each officer & board member position to be elected.
  - D. At least five days before the Annual Meeting, the Board shall nominate candidates for Officers & Board Members at Large and present the names of nominees at the Annual Meeting for election. Any member may nominate other candidates for these positions at the Annual Meeting.
  - E. Election shall be by a majority vote of the membership present and in good standing subject to CLUB QUORUM.
  - F. In the case of the Annual Election Meeting, if the weather or other circumstances preclude a quorum, balloting may be done during that month by mail for the candidates as proposed by the Nominating Committee, or as write-in Candidates on the mail ballot.
  - G. Elected Officers and Board Members will assume their duties on the first day of the month of the New Fiscal Year.
6. APPROVAL The Annual Schedule of Rides and Activities, and changes as needed, recommended by the Board during the year shall be approved by a majority of the membership present and in good standing subject to CLUB QUORUM.
7. FISCAL YEAR The Board of Directors shall adopt a fiscal year for the corporation.
8. DISSOLUTION In the event of dissolution by the Board of Directors of the Club or abandonment of activities, provision will be made to pay all incurred debts and liabilities remaining and to distribute the remaining assets to another organization which has established its Tax Exempt Status under Section 501 C (3) of the Internal Revenue Code of 1986 or any amending statute, to be used in such manner as will best accomplish the general purpose for which the club is organized.

## VI OFFICERS DUTIES

1. PRESIDENT The President shall preside at all Club membership meetings, shall carry out directives of the Board, and shall decide questions of order according to “Roberts Rules of Order, Newly Revised.”

2. VICE PRESIDENT The Vice President shall preside at all Club membership meetings in the absence of the President and shall succeed to the presidency in event that the office is vacated.

3. SECRETARY The Secretary shall keep the minutes of each membership and board meeting, prepare and submit a written report for the following meeting, and prepare and mail all notices and correspondence as required. The Secretary shall keep the Seal of the Club.

4. TREASURER The Treasurer shall promptly collect dues in a timely manner, deposit funds as directed by the Board, pay bills of the Club as authorized by the Board, keep an accounting of all funds, and report same at any meeting and keep an updated list of all members in good standing.

## VII

### STANDING COMMITTEES

Each Committee shall be assigned a Board Member to serve as a liaison between the Board and the Committee. Any committee action shall be approved by a vote of the Board before being put into effect. The designation of committees and the delegation thereto of authority shall not operate to relieve any officer or other Board Member of any responsibility imposed upon him by these bylaws.

1. PUBLICITY Committee shall provide articles and photographs concerning Club functions to the local news media. It shall be responsible for a Club newsletter at least four times a year. Promotional literature shall be the responsibility of this committee.

2. MEMBERSHIP Committee shall be immediately answerable to the direction of the Treasurer. Its duty shall be to see that bills for dues are sent out the month prior to fiscal year end, and that an accurate list of paid-up members is available at all times. Prospective members shall be sent information and procedures for joining.

3. SPECIAL ACTIVITIES & SOCIAL Committee shall arrange for events other than trail rides, such as general meetings or any social activity or special event approved by the Board.

4. TRAIL RIDE Committee shall arrange for trail rides for the general membership. It shall schedule at least three weekend rides per year in the local trail areas.

5. TRAIL MAINTENANCE Committee shall be headed by a Board Member who shall appoint section chairmen from the general membership who shall oversee trail maintenance as may be needed in their sections and report to the Chairman any problem needing attention. The Chairman may be authorized by the Board to draw from the treasury to pay for labor and material used in maintenance. This committee shall also keep a master trail map and update it as changes require.

6. PROPERTY OWNER LIAISON Committee shall be responsible for personal attention to complaints by landowners, or to requests from the trail committee for help in opening new routes or in keeping open existing ones over private property.

7. GOVERNMENT & DEVELOPER INTERACTION Committee to act as a liaison between the Club and respective governmental bodies and developers in the PERC membership area.
8. ANY OTHER COMMITTEES as shall be deemed necessary during the year by the Board of Directors.

VIII  
CLUB MEMBER LIABILITY

Each member agrees to be bound by and assume the risk of using trails, facilities, and activities of the Club and further agrees that the Officers and/or Board Members shall not be held personally responsible for liability for any claims, damages, or liabilities pertaining in any way to the functions or activities of the Club.

IX  
BOARD LIABILITY

No Board Member shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a Board Member, except that the foregoing shall not eliminate or limit such Board Member's liability to the corporation for monetary damages for the following: (1) any breach of such Board Member's duty of loyalty to the corporation, (2) any of such Board Member's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) such Board Member's assent to or participation in the making of any loan by the corporation to any Board Member or Officer of the corporation, or (4) any transaction from which such Board Member derived an improper personal benefit.

Adopted this 1<sup>st</sup> day of April, 2017, by the Board of Directors and Membership of:

PARKER-ELIZABETH RIDING CLUB, INC.

\_\_\_\_\_  
Club President

Attest: \_\_\_\_\_  
Secretary

