

Passed 1-9-09

D'Arbonne Range Riders, Inc. – Bylaws

Section 1: Name and Purpose

- A. The organization shall be known as the D'Arbonne Range Riders, Inc.
- B. The purpose of this club is to promote equine and related activities.

Section 2: Membership

- A. Requirements for membership
  1. Membership is open to any person 18 years old or older.
  2. Ownership of a horse is not a requirement for membership.
  3. Memberships are not transferable.
- B. Membership Dues
  1. Membership dues shall be set annually by the board of directors.
  2. Annual dues will be paid to the Secretary by March 15<sup>th</sup> of each calendar year to qualify a member as in good standing.
  3. Dues paid after October 31<sup>st</sup> will be applied to the next calendar year.
- C. Membership Application
  1. Memberships will be accepted at anytime during a calendar year. Any membership approved by the board of directors after October 31<sup>st</sup> will not have voting privileges until the next calendar year.
- D. Membership Privileges
  1. Family memberships will include dependent children under 26 years old.
  2. Members in good standing can attend any DRR sponsored event admission free. Fees will be charged to participate in events as set by the board of directors.
  3. Members in good standing age 18 years old and older may vote on any motions and elections of DRR.
- E. Lifetime Honorary Memberships
  1. Any person who reaches 65 years old and has been a club member in good standing for 5 consecutive years can be considered for a lifetime membership by the board of directors.
  2. Lifetime honorary members may be elected to any position of DRR in accordance with Section 5 of this document.
  3. Lifetime honorary memberships are family memberships.
- F. Responsibilities of Members
  3. Members shall conduct themselves in accordance to the rules and regulations set forth by this organization.
  2. Abuse of the facilities and or rules will be determined on an individual basis by the board of directors with action taken by the board as deemed necessary which can include termination of membership.
    - a. Termination of a membership requires a unanimous vote by the entire board of directors. All other disciplinary actions require a majority vote by the board of directors constituting a quorum.

3. The DRR calendar of events will be set on the first meeting of each calendar year by the board of directors and can be changed as needed throughout the year.

### Section 3: Meetings

#### A. Regular Meetings

1. The board of directors of DRR will meet on the 1<sup>st</sup> Thursday of each month at DRR arena at 6:00p.m., unless otherwise decided by the board of directors. This meeting will be closed to board members only with exceptions made when the board needs to speak with others.
2. The general club membership will meet the first Thursday of each month no earlier than 7:00p.m., following the board meeting.

#### B. Special Meetings

1. Special meetings may be called as deemed necessary by the board of directors. Notification for such meetings will be given in a timely manner.

#### C. Quorum

1. To conduct regular business requiring a vote by the general membership the quorum shall be 15 members in good standing.

#### D. Rules of Order

1. Meetings will be conducted in an orderly fashion following the Order of Business in Section 6 of this document.
2. The presiding officer shall maintain order and shall ask persons to leave the meeting if they do not follow instructions of the presiding officer.

### Section 4: Voting

#### A. Voting Eligibility

1. Members eligible to vote will be determined in accordance with Section 2, D-4 of this document.
2. Eligible members in good standing, present during the voting process, will be allowed one vote each. No mail, proxy and/or cumulative voting will be allowed.

#### B. Regular Meetings

1. Voting on all issues during regular club meeting and board meetings will be by show of hands, unless otherwise requested by the presiding officer.

### C. Election

1. Election of DRR Officers and Board of Directors will be conducted by secret ballot.
2. Nominations will be made for each board of directors position at the November club regular meeting of each year. No nominations will be accepted after the November club meeting or after nominations have been closed during the November club meeting. Voting for these positions will be at the December regular club meeting of the same year.

### Section 5: Order of Business

1. Call to order
2. Opening prayer
3. Minutes
4. Financial report
5. Committee reports
6. Old business
7. New business
8. Announcements
9. Adjournment
10. Closing prayer

### Section 6: Board of Directors

#### A. The DRR Board of Directors

1. The board of directors will consist of the executive officers and 13 additional board positions for a total of 18 board of directors.
2. Executive board positions will be President, Vice President, Secretary, Treasurer, Ad Secretary and Reporter.
3. One of the additional 13 board positions will be the Lifetime Honorary Board position that is held by Glynn Tucker. This position will be filled by a regular board position upon its vacancy. The Lifetime Honorary Board position shall have all the rights and privileges of the remaining 12 board positions.

B. Terms

1. Each board member will be elected for a term of one (1) year.
2. Each board member will serve until the end of his/her term or until his/her successor takes over.

C. Election of Board of Directors will be conducted in accordance with Section 5-C of this document.

D. Attendance of Board Members will be kept at each board and club meeting by the secretary and reported on the voting ballots at elections.

E. Removal of a Board Member

1. A board member may be removed from office by a unanimous vote of the remaining board members if deemed necessary and the remaining term be filled by majority vote of the remaining board.

F. Vacancy

1. Upon any board member position becoming vacant the position will be filled as soon as possible. If the board member has served less than six (6) months a special election will be held to fill that position. If the board member has served six (6) months or more in his position then his/her position will be filled by appointment from the remaining board of directors. A majority vote of the general membership constituting a quorum will be required to elect a person to fill a vacancy if less than six months have been served. A majority vote of the remaining board of directors constituting a quorum will be required to appoint a person to fill the vacant board position.

G. Quorum

1. A majority (half plus one) of board members must be present to transact business.
2. If a quorum is present when the meeting is convened, the quorum remains in effect for the duration of the meeting, regardless of the number of members and/or board members who leave before the meeting has adjourned.

H. Authority

1. The board of directors shall have the authority to make expenditures of up to five thousand dollars on behalf of the club in the case of an emergency when normal operation of the club could be impeded.

## Section 7: Committees

- A. Committees may be appointed from time to time by the President as needed. Committees will be composed of at least 3 members of DRR in good standing and one member selected will be appointed as the chair of that committee. The chairperson will vote only in the case of a tie when business is being conducted by this committee. The President has the right to attend any committee meeting or appoint a representative to monitor said meetings. The committee chair will present recommendations to the President. Committees have no authority other than that granted them by the board of directors and only as long as it does not violate the bylaws of this Club.

## Section 8: Insurance

### A. Club Insurance

- 1. DRR will maintain a minimum liability and comprehensive insurance Policy on DRR facilities and events as deemed necessary by the Board of Directors.

### B. Vendor/Contract Personnel Insurance

- 1. Vendors and or contract personnel using DRR facilities or representing DRR must either provide their own liability insurance or be covered by the existing DRR policy or policies. Proof of coverage must be established before event is held.

### C. Indemnification

The DRR will indemnify and hold harmless each board member and officer now or hereafter serving the DRR to the fullest extent allowed by Louisiana law from and against, and including, but not limited to, any and all claims and liabilities to which he may be or may become subject by reason of his now or hereafter being, or having heretofore been a board member or officer and/or by reason of his/her alleged acts or omissions as such board member or officer, whether or not he/she continued to be such board member or officer at the time when any such claim or liability is asserted, and will reimburse each such board member or officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication, with approval of the Board, whether or not he continued to be such board member or officer at the time the expenses were incurred; provided however, that no board member or officer will be indemnified against or reimbursed for any expenses incurred in defending any and all such claims or liabilities or in settling the same if, in the judgment of the board of directors, the board member or officer against whom such claim or liability is asserted has been guilty of gross negligence or willful misconduct. The foregoing right of indemnification is not exclusive of any other rights to which any board member or officer may be entitled as a matter of law.

## Section 9: Welfare of Horses

- A. The DRR supports adherence to the humane treatment of horses.
- B. Abuse of a horse or hazardous riding will not be tolerated and the board or directors or its appointed agents will enforce any rules in effect for the club to help insure this goal.

#### Section 10: Rules

- A. Rules for various events held at DRR or on behalf of DRR may be made by the Board of Directors as needed to insure fairness and safety of the club members, spectators and the livestock being used. General rules for club conduct is currently displayed in the DRR concession stand and these rules may be amended by the Board of Directors from time to time as necessary to carry out the fairness and safety. To amend these rules a majority vote of an established quorum of the Board of Directors must take place. These rules are to be enforced by the Board of Directors and failure of a member to adhere to them is grounds for disciplinary action by the board.

#### Section 11: Examination of Records

- A. Any member shall be entitled to examine the Bylaws of the DRR, the minute book, board member attendance records, the current member list, and the financial records of the DRR at any constituted board meeting if 72 hours advance notice has been given.

#### Section 12: Fiscal Year

- A. The fiscal year of the DRR shall begin January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year. This constitutes the DRR calendar year.

#### Section 13: Amendments

- A. These bylaws may be altered, amended or repealed by 75 (seventy-five) percent of the voting members in accordance with Section 5, A of this document. Written notice giving the purpose for the meeting must be given at least 30 days in advance in order to conduct a vote to alter, amend or repeal the bylaws. Once it is established that 75% of the voting members are present a 2/3 majority is required to alter, amend or repeal the bylaws.

#### Section 14: Dissolution of DRR

- A. In the event the D'Arbonne Range Riders, Inc. is discontinued or dissolved the secretary of this organization shall notify the Secretary of the State of Louisiana, submitting a plan of distribution of assets set forth in accordance with the Articles of Incorporation of the D'Arbonne Range Riders, Inc.

#### Section 15: Adoption of Bylaws

- A. 25 Members of the D'Arbonne Range Riders, Inc. in good standing must be present and vote in order in order to adopt these bylaws. A simple majority vote of those present in the affirmative to adopt said bylaws will be required to accept the proposed bylaws for the club. The vote will be to accept the bylaws as written or to reject the bylaws as written.

These bylaws were adopted by the D'Arbonne Range Riders, Inc. on the  
14 day of Jan, 2009