

D'Arbonne Range Riders, Inc. – By-Laws

Section I: Name, Purpose, and Organization

- A. The organization shall be known as the D'Arbonne Range Riders, Inc. and is hereby formed and organized pursuant to the laws of the state of Louisiana. Unless unanimously changed by the Board of Directors, the principal office shall be located in Union Parish, State of Louisiana.
- B. The purpose of the organization is :
 1. To promote and create interest in equine and agricultural activities in North Louisiana and South Arkansas including but not limited to barrel racing, rodeo, and team penning;
 2. To support and conduct educational and informational activities to increase public awareness of equine and agricultural related issues;
 3. To sponsor equine and agricultural activities; and to educate the public about equine and agricultural activities.
- C. This association is further formed for the following purposes:
 1. To host equine and other livestock events as approved by the Board of Directors;
 2. To strengthen confidence of all persons in themselves and each other;
 3. To promote and assist youth in developing and achieving their personal best by participation in equine and livestock sporting events;
 4. To encourage the development of character, citizenship, and patriotism;
 5. To promote and encourage self-confidence and integrity in youth;
 6. To teach youth achievement of individual and group goals through cooperative efforts;
 7. To promote family closeness and involvement through livestock events;
 8. To encourage community involvement in livestock events.

Section II: Membership

- A. Requirements for membership
 1. Individual memberships are open to any person 18 years old or older. Family memberships are open to any family with head of household 18 years or older and will include any dependent children regardless of age.
 2. Ownership of a horse is not required for membership.
 3. Memberships are not transferrable and continuing membership is contingent upon being up-to-date on membership dues.
- B. Membership Application and Dues
 1. Membership dues shall be set annually by the board of directors.
 2. Annual dues will be paid to the Secretary by March 15th of each calendar year to qualify as a member in good standing. Members in good standing are eligible to participate in club sponsored programs provided they meet eligibility requirements, vote in all motions and elections provided they are of voting age, run for office provided they meet eligibility requirements, participate in club sponsored events, enter club sponsored activities for free, and receive newsletters.
 3. Members whose dues paid after March 15th but before May 15th are eligible to vote in all motions and elections if they are of voting age and receive newsletters.
 4. Members whose dues paid after May 15th will not be eligible to vote in any elections or motions.
 5. Members whose dues are paid after October 31st will be applied to the next calendar year and may not participate in voting or elections until the next calendar year.

C. Lifetime Honorary Memberships

1. Any person who reaches 70 years of age and has been a club member in good standing for the previous 5 consecutive years is eligible for a lifetime membership.
2. Lifetime memberships expire upon death of the eligible member.
3. Lifetime memberships are family memberships.
4. Lifetime members are eligible to be elected to any officer or board position.

D. Responsibilities of Members

1. Members shall conduct themselves in accordance with the articles, by-laws and general rules of the club as set forth by the board of directors.
2. Abuse of the facilities and/or articles, by-laws, or rules will be determined by the board of directors on an individual basis. Action will be taken by the board of directors as deemed necessary up to and including termination of membership.
3. Members may not use D'Arbonne Range Riders, Inc. facilities for personal or financial gain. Reimbursement for use of the facilities shall be determined by the Board of Directors.
4. Any member of the organization may be reprimanded up to and including termination of membership and being permanently barred from the D'Arbonne Range Riders for any of the following offenses:
 - a. Fighting or quarreling in the arena or on the grounds,
 - b. Conduct, speech, or anything detrimental to the best interest of the organization,
 - c. Failure to abide by or disobedience of articles, by-laws, and/or rules organization,
 - d. Being under the influence of alcohol or drugs while on the grounds.
 - e. Suing or attempting to sue the organization.

E. Termination of Membership

1. Termination of a membership requires a unanimous vote by the board of directors.
2. All other disciplinary action requires a majority vote by a quorum of the board of directors.

Section III: Meetings

A. Board Meetings

1. The board of directors will meet monthly, excluding December, at the club facility, unless otherwise decided by the board of directors.
2. This meeting will be closed and limited to board members only.
3. A special open session of the board meeting may be conducted if the board needs to speak with members or a member needs to address the board directly.

B. Club Meetings

1. Club general membership meetings will be held monthly unless otherwise decided by the board of directors.
2. This meeting will be open to all members and prospective members.

C. Special Meetings

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

D. Quorum

1. A majority of half plus one of board members will be considered a quorum to transact business during a closed board meeting.
2. Twelve members in good standing and eligible to vote will be considered a quorum to transact business during an open club meeting.
3. If a quorum is present when the meeting is convened, then the quorum remains in effect for the duration of the meeting.

E. Rules of Order

1. Meetings will be conducted in an orderly fashion following Robert's Rules of Order unless same shall become inconsistent with parish, state or federal decree.
2. The presiding officer shall maintain order and shall ask persons to leave the meeting if they do not follow instruction of the presiding officer.

Section IV: Voting

- A. Members eligible to vote will be determined by the Recording Secretary in accordance with Section II B of this document.
- B. Eligible members in good standing and present during the voting process will be allowed one vote each. Mail or proxy voting may be utilized by the Board of Directors as needed.
- C. Voting on all issues during a board or club meeting will be by show of hands unless requested by the presiding officer.
- D. Election of officers and board of directors will be conducted by secret ballot.
 1. Ballots will be counted by a minimum of three members in good standing who are not on the election ballot.

Section V: Nominations and Elections

- A. Any members in good standing in accordance with Section II B are eligible to run for officer or board member and do not have to be present to nominated.
- B. Nominations will be made for each position at the November club meeting of each year.
- C. No additional nominations will be accepted after nominations have been closed.
- D. Elections will be held during the December club meeting of the same year.
- E. The Recording Secretary will confirm all nominations before the elections.

Section VI: Officers and Board of Directors

- A. The board of directors will consist of 5 executive officers and 9 board members eighteen (18) years of age or older who are paid members in good standing of the D'Arbonne Range Riders, Inc.
 1. The executive positions will be President, Vice-President, Recording Secretary, Treasurer, and Advertising Secretary.
- B. The board of directors will be responsible for the overall policy and direction of the organization and will be responsible for the day-to-day operations of the organization.
- C. Board members will receive no compensation other than reimbursement of eligible expenses.
 1. If the D'Arbonne Range Riders determines to hire staff to fulfill its mission, it will assign a committee of the Board of Directors to investigate fair and competitive remuneration for such staff positions.
 2. Such investigation shall include a survey of similar non-profit corporations in the area and in the state.
 3. Any deviations from the survey shall be discussed by the Board and justifications for such deviation shall be noted in the records of the D'Arbonne Range Riders, Inc.
 4. The Board shall review staff compensation on an annual basis to ensure that it is fair, economical, and competitive.
 5. The conflict of interest policy should be followed if goods or services are purchased by a company in which a Board member has a financial interest.

- D. The board will have the authority to make expenditures associated with the day-to-day operation of the club, set dates for livestock events and rodeos, select venues for said events, enter into and negotiate contracts, hire personnel for events, establish or adjust rules, change or amend these by-laws, approve memberships, and conduct and approve other matters incidental to the well-being of the association.
- E. The board will have authority to make emergency expenditures on behalf of the club when normal operations of the club could be impeded.
- F. Board members will be elected annually to a term of one year according to the election procedures outlined in Section V of this document and will serve until the end of their term or until their successor takes over.
- G. Regular attendance of board members is expected and records will be kept by the Recording Secretary for each meeting.
 - 1. Attendance records may be viewed by any member at a board meeting if three days advance notice is given.
 - 2. Board members may be removed from office for excessive unexcused absences.
- H. Removal or Resignation of a Board Member
 - 1. A board member may be removed from office by a majority vote of the remaining board members if deemed necessary.
 - 2. Resignation of a board member must be sent in writing to the Recording Secretary.
 - 3. The vacancy of an officer or board position will be filled as follows:
 - a. If the member has served for less than six months, a special election will be held to fill the position. Nominations will be held at the next regular club meeting and a special election will be held one week later. A majority vote of a general membership quorum will be required.
 - b. If the member has served longer than six months, then the position will be filled by appointment by the board of directors. A majority vote of a quorum of the board of directors will be required.

Section VII: Committees

- A. Committees may be appointed at any time by the President.
- B. Committees will consist of a minimum of three members in good standing including one board member who will chair the committee.
- C. The chair will only vote on committee matters in the event of a tie.
- D. Committee meetings will be closed meetings for committee members only. The President may attend, or appoint a representative to attend, any committee meeting.
- E. The committee chair will report committee activities to the board of directors at each board meeting and present recommendations.
- F. Committees will have no authority other than those granted to them by the board of directors as long as it does not violate the articles, by-laws, and rules of this organization.

Section VIII: Financial Status and Dissolution

- A. D'Arbonne Range Riders, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501C(3) of the Internal Revenue Code, and/or corresponding state and federal tax/revenue codes.
- B. Upon dissolution of the organization, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501C(3) of the Internal Revenue Code or corresponding section of any current or future federal and/or state code, shall be distributed to the federal government, or to the state or local government, for a public purpose. Any

such asset not disposed of shall be disposed of by the district court of the Parish in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which has been organized and operated exclusively for such purpose.

- C. In the event the D'Arbonne Range Riders, Inc. is discontinued or dissolved, the Recording Secretary or Registered Agent of the organization shall notify the Secretary of the State of Louisiana and submit a plan of distribution of assets set forth in accordance with the Articles of Incorporation.
- D. A minimum of \$100.00 shall remain in the D'Arbonne Range Riders, Inc. financial accounts after all current year expenses have been paid.
- E. Any member shall be entitled to examine the by-laws, minute book, financial records, attendance records, and/or membership list at any board meeting provided three days advance notice is given.
- F. Fiscal and Calendar Year
 - 1. The fiscal year of the organization shall begin on January 1st and end on December 31st of each year.
 - 2. The calendar year of the organization shall begin on January 1st and end on December 31st of each year
 - 3. The calendar of events for each year will be set at the first meeting of same year by the board of directors and can be changed as needed throughout the year.
- G. Insurance
 - 1. The organization will maintain minimum liability and comprehensive insurance on the facilities and all events as deemed necessary by the board of directors.
 - 2. Vendors and contract personnel using facilities or representing the organization must provide proof of their own liability insurance.

Section IX: Contracting and Procurement

- A. It is the policy of the D'Arbonne Range Riders, Inc. to procure quality and appropriate goods and services in a timely and cost-efficient manner. The budget shall be the foundation of monitoring and controlling contracts and purchases.
- B. The Board of Directors is responsible for:
 - 1. Forecasting purchases, overseeing contracts and purchases, obtaining and evaluating bids, and making recommendations to the club for contracts and purchases;
 - 2. Assessment of the bids including routine and forecasted expenditures in the budget;
 - 3. Taking formal action on the letting of bids;
 - 4. Approving expenditures outside of the budget.
- C. Procedures
 - 1. Routine and forecasted purchases shall be budgeted by the Board of Directors;
 - 2. Contracts with vendors shall be reviewed prior to each event;
 - 3. A minimum of two bids shall be solicited for professional services;
 - 4. All submitted bids shall be reviewed by the Board of Directors and all persons involved shall act pursuant to the Anti-Discrimination Policy outlined in Section XIII;
 - 5. Payments for goods and services shall be made by check or electronic debit. Checks shall be signed only after the submission of proper supporting documentation and upon approval by the board of directors.
 - 6. Upon receipt of goods, the designated person shall check and confirm the delivery for accuracy of the order with his/her signature. Documentation of the approval shall be maintained by the Board of Directors.
 - 7. Bid requirements shall be suspended during times of extreme emergency or disaster.

8. Cash drawers shall be counted upon closing of each event. Two people shall count the cash and document the amount contained in the box. The documentation shall be maintained by the board of directors.
9. Reimbursement of purchases will only be made if a written request is submitted and approved by the board or designee and must include documentation for purchases.

Section X: General Rules

- A. General rules for the organization and conduct of members will be made by the board of directors and will be posted at all times at the facilities.
- B. General rules will be made by the board of directors for various events as needed to insure fairness and safety of members, spectators, and animals and may be amended at any time.
- C. Rule adoptions and amendments require a majority vote of a quorum of the general membership.
- D. 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 of directors.
- E. The organization supports adherence to the humane treatment of animals. Abuse of horses or other animals or hazardous riding will not be tolerated and the board of directors or its appointed agents will enforce any rules in effect for the club to help insure this goal.

Section XI: Amendments to Rules and By-Laws

- A. These by-laws may be altered, amended, or repealed by a two-thirds majority vote of a quorum of members in good standing or by the board of directors in accordance with Section VI-D.
- B. Written notice of the voting must be given at least 30 days in advance in order to alter, amend, or repeal the by-laws.
- C. Proposed alterations or amendments must be submitted to the Recording Secretary to be sent out to the members for consideration

Section XII: Indemnification

- A. The organization will indemnify and hold harmless each board member or officer, now or hereafter, to the fullest extent of Louisiana law from and against, including but not limited to, any and all claims and liabilities to which he/she may be or may become subject to by reason of his/her 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 any such board member or officer for all legal and other expenses reasonably incurred by him/her in connection with defending any and 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/she 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 judgement of the board of directors, the board member or officer against whom such claim or liability is asserted has been found 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 XIII: Anti-discrimination Policy and Procedure

- A. The D'Arbonne Range Riders, Inc. shall not discriminate against individuals on the basis of race, religion, creed, color, sex, age, handicap or ethnicity in the provision of services, in letting of contracts, in employment, or in conducting any other business of the D'Arbonne Range Riders, Inc.
- B. Procedure
 - 1. D'Arbonne Range Riders, Inc. shall conduct its business without adversely discriminating against the community that it serves based upon race, religion, creed, color, sex, age, handicap or ethnicity.
 - 2. Employees, contractors, and volunteers shall not discriminate in employment practices on the basis of race, religion, creed, color, sex, age, handicap or ethnicity.
 - 3. Employees, contractors, and volunteers shall not be discriminated against on the basis of race, religion, creed, color, sex, age, handicap or ethnicity.
 - 4. Any concerns or complaints regarding possible discrimination in violation of D'Arbonne Range Riders, Inc.'s policy should be brought the attention of the President or any other member of the Board of Directors.

Section XIV: Adoption of By-Laws

- A. These by-laws were amended and updated by the D'Arbonne Range Riders, Inc. on the 5th day of December, 2019.

Jay Thurston, President

Lynda Smith, Secretary