

BYLAWS
of
CLASSICAL HORSE CLUB
A Colorado Nonprofit Corporation

ARTICLE 1 – GENERAL

- 1.1 The name of this corporation shall be CLASSICAL HORSE CLUB (the “Corporation”). The Corporation may be referred to as CLASSICAL HORSE CLUB.
- 1.2 CLASSICAL HORSE CLUB is a non-stock, nonprofit corporation incorporated under the laws of the State of Colorado.
- 1.3 The place of business of the Corporation shall be 19525 Twisted Pine Dr, Colorado Springs, CO 80908. The Corporation may also have offices at other places within and without the State of Colorado as the business of the Corporation may require.

ARTICLE 2 – OBJECTIVES

The primary objectives of CLASSICAL HORSE CLUB are to:

- 2.1 Promote the Classical Horse Breeds in the Rocky Mountain Region, to promote correct riding and training and encompass a variety of breeds and disciplines, maintaining the spirit of the sport as set forth by other national and international organizations.
- 2.2 Organize and/or promote classical horse breed awareness, education, instruction, competitions and clinics.
- 2.3 Provide riders with instruction and education within the requirements and spirit of the sports
- 2.4 Provide a framework to facilitate local and regional competitions
- 2.5 Provide a social setting for equine enthusiasts to come together and enjoy the sport and discipline of their horses.
- 2.6 Maintain informational channels for equine enthusiasts to become familiar with correct riding and training
- 2.7 Perpetuate and preserve the cultural and historical characteristics of both international and American equestrian heritage as seen in the tack, attire, methods and traditions used through time when and where equestrian cultures developed

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ARTICLE 3 – MEMBERSHIP

- 3.1 Membership in CLASSICAL HORSE CLUB shall be open to any individual or family. A family may be parent(s) and children, husband and wife as well as married or unmarried relationships provided that all family members reside at the same location.
- 3.2 The Membership year will begin on January 1st and end on December 31st of the same year. Any membership dues must be paid with the membership application.
- 3.3 Members shall have a voice in all matters relating to CLASSICAL HORSE CLUB, but Officers and Directors are responsible for all final decisions. Members shall have no voting rights in matters of the Corporation.
- 3.4 Any individuals or families applying for and accepting membership in CLASSICAL HORSE CLUB shall be deemed to have given their consent to and acceptance of all provisions of CLASSICAL HORSE CLUB bylaws and the Waiver and Informed Consent to Participate in Equestrian Activities form.
- 3.5 Any member may be removed from membership by a majority vote of the Board of Directors for any reason.

ARTICLE 4 – MEETINGS

4.1 General Membership Meetings

- 4.1.1 The Corporation shall have an annual general meeting. The annual meeting shall be open to all members in good standing. Notice of the date, time, and location of the general meeting shall be given to members at least 30 days prior to the meeting.
- 4.1.2 All members in good standing may bring ideas or questions before an annual general meeting.
- 4.1.3 Notice of the time and place of such meetings shall be given to each member by mail or by other form of written communication, including electronic mail, sent to the address shown on the records of the Corporation or, if no address is shown on the Corporation's records or is not readily ascertainable, at the principal office of the Corporation.

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4.2 Board Meetings

4.2.1 The Board of Directors shall meet a minimum of once a year. Board members may attend by teleconference. Notice of Board meetings shall be announced via mail or electronic means not less than 14 days prior to the meeting date.

4.2.2 Board meetings are open to the membership. Members are free to speak when called upon at any Board meeting. Members can propose agenda items to the President or Secretary of the Board no later than three days in advance of a scheduled meeting.

4.2.3 Only Directors may vote at Board meetings.

4.3 Special Meetings. Special meetings may be called for by the President or by a 2/3 majority of the Board. A notice of at least 3 days shall be given to the Board of Directors; the notice shall state the purpose(s) of the meeting. A special meeting may be called with less than 3 days' notice provided that A) the entire board is available to attend or B) board members who are unavailable to attend approve of the meeting and decisions therein. Special meetings may be held by teleconference.

4.4 Committee Meetings. Committee meetings shall be scheduled at the discretion of committee chairs.

4.6 Conduct of Meetings. All meetings shall be conducted in accordance with these bylaws and with Roberts Rules of Order (refer to Article 9).

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ARTICLE 5 – BOARD OF DIRECTORS

- 5.1 General Powers.** Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of the State of Colorado, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. The Directors need not be residents of the State of Colorado. No director, officer, or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation or for other reasonable purposes.
- 5.2 Members.** The initial members of the Board of Directors shall be those persons named by the Incorporator. The number of persons serving from time to time shall be fixed by a resolution of the Board of Directors. If vacancies exist in the Board of Directors, the number of Directors shall consist of the number of Directors actually serving so long as there is at least one Director. All Directors shall serve until their terms shall expire or they submit a resignation. All Directors shall have equal and full voting responsibilities as members of the Board of Directors. In no event shall the number of members of the Board of Directors be fewer than one. A newly created seat on the Board shall be filled in the same manner as a vacancy on the Board.
- 5.3 Election.** Each Director shall serve until a successor is elected and qualified. Nominations for Board Membership positions may be made by the members at large. A nomination should include information pertinent to qualifications for open positions, including but not limited to: length of membership, participation in activities, knowledge of Working Equitation, demonstration of leadership and other values that will be of benefit to CLASSICAL HORSE CLUB. The candidates who receive the most votes by the existing Board of Directors will be elected to the Board. An individual may be elected to successive terms on the Board.
- 5.4 Resignation.** Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors, or by giving written notice thereof at any time to the President or the Secretary of the Corporation. The acceptance of such resignation shall not be necessary to make it effective.
- 5.5 Removal of Directors.** Any Director may be removed, with or without cause, by the vote of a majority of all Directors.
- 5.6 Vacancies.** Any vacancy on the Board occurring between annual elections shall be filled by a nomination and majority vote of Directors then in office, even though less than a quorum, or by a sole remaining Director. A Director appointed to fill a vacancy shall serve the unexpired term of that position.

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- 5.7 Additional Board Participants.** The Board may invite individuals to participate at individual Board meetings, as determined to be beneficial to the Board and the Corporation. These individuals may be members or non-members. They will serve in a non-voting capacity.
- 5.8 Attendance at Meetings.** The Director designated as President of the Corporation shall call the meeting of the Board of Directors to order and shall act as chair of such meetings. The Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary, the President may appoint any person present to act as secretary of the meeting. The Secretary is responsible for preparing minutes of the meeting.
- 5.9 Quorum.** At all meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting until a quorum is present.
- 5.10 Action without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action to be taken is provided by a majority of the Directors. Such action by written consent shall have the same force and effect as a majority vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
- 5.11 Conflicts of Interest.** If any Director has a conflict of interest that might properly limit the Director's fair and impartial participation in Board deliberations or decisions, the Director shall inform the Board as to the circumstances of the conflict. No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which the Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.
- 5.12 Eligibility for Board of Directors.** All members of the Board of Directors must be current paid members of the CLASSICAL HORSE CLUB. Only one person from a membership or mailing address may be a member of the board.

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ARTICLE 6 – OFFICERS

- 6.1 Officers.** The officers of the Corporation shall be President, Secretary, and Treasurer. The President will assume and be responsible for duties of any officer position not occupied until such time as the position is occupied by another person. The Board of Directors may delegate to the President of the Corporation the authority to appoint any agent of the Corporation. All Officers of the Corporation shall exercise such powers and perform such duties as shall be determined by the Board of Directors. Any two or more offices may be held by the same person. Officers may serve successive terms if so elected.
- 6.2 Election of Officers.** The Officers shall be elected by the Board of Directors. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors.
- 6.3 Resignations.** Any Officer may resign at any time by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof by the Board of Directors or the Corporation shall not be necessary to make it effective.
- 6.4 Removal.** Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby.
- 6.5 Vacancies.** A vacancy in any office may be filled by the Board of Directors or by the President. The officer so elected shall hold office until his or her successor is duly elected and qualified, or until his or her resignation or removal.
- 6.6 President.** The President shall be the chief executive officer of the Corporation. Subject to the direction of the Board of Directors, the President shall have general charge and supervision of the business, property, insurance coverage and affairs of the Corporation and general supervision over its other officers and agents. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall sign all legal documents and instruments in the name of the Corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to him or her from time to time by the Board. The President's name shall be on all corporate bank accounts. The President shall preside at all meetings of the Board of Directors, and shall establish the agenda for Board meetings.

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- 6.7 Secretary.** The Secretary shall: (i) have charge of the records and correspondence of the Corporation under the direction of the President, (ii) give notice of and attend all meetings of the Board, (iii) take and keep true minutes of all meetings of the Board of which, ex officio, he or she shall be the Secretary, (iv) record all votes and the proceedings of the meetings of the Board in a corporate minute book to be kept for that purpose, (v) authenticate the records of the Corporation, and (vi) perform such other duties as may be assigned to him or her from time to time by the Board.
- 6.8 Treasurer.** The treasurer's name shall be on all corporate bank accounts. The Treasurer shall: (i) arrange for the accounting of all moneys, credits of the Corporation and for an accurate accounting of all money received and discharged, (ii) except as otherwise ordered by the Board, arrange for the custody of all the funds and securities of the Corporation and shall deposit or verify the deposit of the same in such banks or depositories as the Board shall designate, (iii) keep proper ledgers of account and other files showing at all times the amount of the funds belonging to the Corporation, all of which ledgers shall be open at all times to the inspection of the Board, (iv) submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board, (v) under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, provided, however, that any such checks over \$1,000 must be approved by the Board. (vi) make such transfers and other dispositions in the assets of the Corporation as may be ordered by the Board, (vii) in general, perform all the duties that are incident to the office of the Treasurer, subject to the control and approval of the Board, and (viii) perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board.

ARTICLE 7 – COMMITTEES

- 7.1 Committees.** The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of one or more Directors and such number of persons who are not Directors as the Board may determine, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except no such committee may exercise the authority of the Board of Directors in reference to the following matters: (i) filling vacancies on, or increasing or decreasing the members of, the Board of Directors or any committee of the Board of Directors; or (ii) adoption, amendment or repeal of these Bylaws, or commit monies without receiving approval through the appropriate officer(s) or Board of Directors.
- 7.2 Removal.** Any member of a committee established under this Article may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

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7.3 Term. Each member of a committee established under this Article shall continue as such until the next regular annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated or unless any such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE 8 – AMENDMENTS

New bylaws may be adopted or existing bylaws repealed or amended, by a vote of the Board of Directors. Changes to the Bylaws will require a 2/3 majority of all votes cast by the Board of Directors. Amendments to the bylaws must be documented with a Revision number and the date of the change on the document footer.

ARTICLE 9 – PARLIAMENTARY RULES

The proceedings of all meetings of the members, if any, the Board of Directors and of any committees of the Board may be governed and conducted as provided in the latest edition of Robert's Rules of Order with any modifications thereto adopted by the Board of Directors; provided, however, the rules are not inconsistent with these Bylaws, the Articles of Incorporation, or any existing law. Notwithstanding anything herein the contrary, the provisions contained in Robert's Rules of Order are to be used merely as a sample of rules and are not binding on the members, if any, the Board of Directors or any committee of the Board.

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ARTICLE 10 – INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Scope of Indemnification. The Corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 10.1. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered by this Section 10.1 to the fullest extent permissible under the laws of the State of Colorado.

10.2 Savings Clause; Limitation. If any provision of the Colorado Revised Nonprofit Corporation Act (the “Act”) or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

ARTICLE 11 – MISCELLANEOUS

11.1 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

11.2 Designated Contributions. The Corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Corporation’s general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Corporation’s tax-exempt purposes.

11.3 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

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- 11.4 Severability.** The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

The undersigned certifies that he or she is an officer of CLASSICAL HORSE CLUB, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of said Corporation.

Dated: _____, 2017

Club Officer