

Wet Mountain Valley Saddle Club

Bylaws

ARTICLE I NAME AND OFFICES

The name of this corporation shall be The Wet Mountain Valley Saddle Club, hereinafter referred to as WMVSC. The principal office of WMVSC is 90 CR 241, Westcliffe, Colorado, 81252. The mailing address is PO Box 510, Westcliffe, Colorado, 81252.

ARTICLE II MISSION STATEMENT

The WMVSC's mission is to preserve our western heritage and culture by continuing its traditional events and lifestyle.

ARTICLE III PURPOSE AND OBJECTIVES

WMVSC is a non-profit corporation and shall be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal tax code, and in compliance with Colorado Revised Statutes 2019, Title 7, Article 121 through 137. The overall purpose of the WMVSC is to promote the preservation and acquisition of the values, skills, and attributes of the Western-American ranching and stock growing cultures

Accordingly, the particular business and objectives for which this Club is formed, shall be to own, lease, and otherwise acquire, construct, improve, maintain, and operate not for profit, all necessary grounds, roads, trails, buildings, enclosures, corrals, chutes, grandstands, and any and all other means as are proper to conduct parades, exhibitions, performances, rodeos, general equine related events, and local fairs. WMVSC reserves the right to charge and collect related fees and award prizes. Further, WMVSC shall have the right to convey and exercise all privileges of ownership over such real property as may be necessary or convenient. In addition, the purpose of WMVSC shall be to provide entertainment for its members such as parties, dinners, picnics, dances, and trail rides. WMVSC will maintain its property and grounds for the use of its members, for special events, and for charitable and community service events. Admission fees, rent and/or use charges may be charged as necessary to ensure the upkeep and improvement of the grounds and to offset maintenance and clean up expenses. The general practice will be to allow 4-H, Future Farmers of America (FFA), organized youth-oriented activities, and charitable organizations to use the grounds free of charge or on a cost incurred basis.

ARTICLE IV NON-DISCRIMINATION

The Wet Mountain Valley Saddle Club does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

ARTICLE V FISCAL YEAR

The fiscal year of the WMVSC shall be from January 1st through December 31st.

ARTICLE VI MEMBERSHIP

Section 6.01 MEMBERS

Members shall be persons or businesses who pay annual dues, a lifetime membership fee, or awarded a membership by the Board of Directors, hereinafter referred to as the Board. The Board may establish and modify levels of membership and dues, respectively. Upon the affirmative vote of a majority of Directors, a membership may be revoked with cause and refunded, or a new application or renewal may be refused.

Section 6.02 MEMBERSHIP YEAR

The membership year of the WMVSC shall be from January 1st through December 31st.

Section 6.03 PRIVILEGES

WMVSC will inform members of progress toward achieving the WMVSC's mission and activities sponsored by the WMVSC, when deemed appropriate by the Board. Members may volunteer to chair or sit on committees and/or assist the Board.

Section 6.04 RESIGNATION

Members who choose to resign the WMVSC will not receive any membership dues reimbursement.

ARTICLE VII MEMBERS' MEETINGS AND VOTING

Section 7.01 MEETINGS

A) ANNUAL AND REGULAR MEETINGS

Meetings shall be held on the first Tuesday of each month at 6 pm at the WMVSC Members' building. The Annual Meeting is held in October. The time and/or date of these meetings may be changed by Board decision.

B) NOTICE OF MEETING

If the meeting time, date, or location is different from above, then we shall notify to the members at least 24 hours in advance.

Section 7.02 VOTING

A) ELIGIBILITY

Members in good standing, present at the meeting either physically or via telecommunication, are eligible to vote on issues brought before them by the Board. Additionally, members in good standing may vote via proxy with a signed and dated request. Acceptable requests are by written document or e-mail from the requestor.

B) QUORUM

A quorum shall be determined as the number of members represented at the meeting.

ARTICLE VIII DIRECTORS AND OFFICERS

Section 8.01 BOARD OF DIRECTORS

A) REQUIREMENT

Members of the Board shall be current WMVSC members. The business and affairs of the WMVSC shall be managed by its Board of Directors (the Board).

B) NUMBERS, TENURE, AND QUALIFICATIONS

The number of Directors of WMVSC shall be fixed by the Board, but in no event shall be less than five (5) or greater than nine (9). Each Director shall hold office for one (1) year unless duly removed as prescribed in Section 8.01 BOARD OF DIRECTORS, D) REMOVAL OF DIRECTORS. Each Director shall be elected at the Annual Meeting and will assume office on January 1st of the following calendar year. Alternate Directors may be elected to help fill a quorum if from time to time Directors are unable to attend Board meetings due to illness or temporary relocation. Alternate Directors' votes shall be accepted if they do not cause the number of votes to exceed the maximum number of Directors as designated in this section. If needed, the order of Alternates allowed shall be in the order they arrived at the meeting. Past Directors are requested to be available in an advisory capacity for the year following the end of their term. Non-voting Directors are excluded from the maximum number of directors.

C) RESIGNATION OF DIRECTORS

Directors may resign by providing notice to the rest of the Board either in writing or by email. Directors (excluding Alternates) missing three (3) or more consecutive meetings not due to illness or temporary relocation may be voted out by the Board and shall be effective as a resignation.

D) REMOVAL OF DIRECTORS

A director may be removed by the voting members only at a meeting and where the meeting's notice shall state that one of the purposes is voting to remove a director.

E) BOARD VACANCY

Any Board vacancy may be filled by the majority affirmative vote of the remaining directors, even if less than a quorum, for the unexpired term of his or her predecessor.

F) PRESUMPTION OF ASSENT

A Director who is present at a Board meeting where action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file a written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof, or shall inform the acting Secretary and forward such dissent by registered mail to the Secretary of the Corporation within twenty four (24) hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

G) COMPENSATION

Directors shall receive no compensation for their services. Non-Voting members may be compensated for services. However, by resolution of the Board reimbursement of actual expenses incurred on behalf of the WMVSC may be paid.

Section 8.02 BOARD MEETINGS AND ACTIONS

A) BOARD MEETINGS

The Board will determine the schedule of meetings for the following year during their Annual Board Meeting in October after the Annual Members' Meeting. Newly elected board members are encouraged to attend the remaining board meetings for the year.

B) ATTENDANCE

Board members may attend physically or by telecommunication.

C) ACTION WITHOUT MEETING

Board actions without meetings may take place if electronic notice is provided to every board member and each board member responds by the time stated in the notice either “For”, “Against”, “Abstain”, or “Refuses to vote without a meeting”. Each notice shall include at least The Action to be Taken, the Time by which a Director must respond, and Not Responding is the same as Abstaining by the required response time stated in the notice as long as reasonable attempt was made to contact. Directors may change their vote if before the required response time stated in the notice. The notice and its voting results shall be included in the next Board Meeting minutes.

D) NOTICE OF MEETINGS

- a. Notice of any special meeting shall be given with at least one (1) day notice, unless under special circumstances, delivered personally, by email, instant message, or phone call to each director at his/her listed contact information. The notice shall include the place, date, time, and purpose of the special meeting, and the subject matter that will be discussed.
- b. The board shall inform all members, at least at the annually members’ meeting, of the method by which meeting agendas and other information will be shared. The board shall give at least thirty days’ advance notice of any change in the manner or means by which meeting information will be provided.

E) SPEAKING RIGHTS

The board shall permit members, or their representatives, to speak regarding any issue prior to the board vote. The board may place reasonable time restrictions on persons speaking during the meeting. If more than one person desires to address an issue and there are opposing views, the board shall provide for a reasonable number of persons to speak on each side of the issue.

F) EXECUTIVE SESSION

- a. The Board or any Committee of the Board may hold an executive or closed-door session and may restrict attendance to the Board and such other persons requested by the board during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an executive session by Colorado law may only include the following:
 - i. Matters pertaining to employees of the WMVSC or their contractor involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the WMVSC;
 - ii. Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
 - iii. Investigative proceedings concerning possible or actual criminal misconduct;
 - iv. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
 - v. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
 - vi. Review of or discussion relating to any written or oral communication from legal counsel.
- b. Upon the final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the board may elect to preserve the attorney-client privilege in any appropriate manner, or it may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.
- c. Before the Board or any Committee of the Board convenes in executive session, the chair of the body shall announce the general matter of discussion.

- d. The Board shall not adopt any change to the residential nonprofit corporation's Articles of Incorporation or Bylaws during an executive session (see The Colorado Revised Nonprofit Corporation Act as of October 2019, 7-128-203 Notice of meeting-rights of residential members).
 - e. The minutes of all meetings at which an executive session was held must indicate that an executive session was held and the general subject matter of the executive session.
- G) Any Director may waiver notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- H) QUORUM AND VOTING
- a. A majority of the number of directors fixed in Section 8.01 BOARD OF DIRECTORS, B) NUMBERS, TENURE, AND QUALIFICATIONS shall constitute a quorum for the transaction of business at any Board meeting. A quorum shall not be established if more than 50 percent of those present are related by blood or marriage.
 - b. If a quorum is present when a vote is taken at a Board meeting, the affirmative vote of a majority of Directors present is the act of the Board. For Board action voting taking place outside of Board meetings, see Section 8.02 BOARD MEETINGS AND ACTIONS, C) ACTION WITHOUT MEETING.
- I) COMMITTEES OF THE BOARD
- a. All committees established by the Board will report monthly either in person or by email to the Board. Each Committee's report shall be documented and recorded in the Board meeting minutes.
 - b. Committee determined actions which would require the Board's approval must either be addressed at a Board meeting or follow "Actions Without Meeting", see Section 8.02 BOARD MEETINGS AND ACTIONS, C) ACTION WITHOUT MEETING.
 - c. Committee members
 - i. must be current WMVSC members.
 - ii. may follow the meetings, actions, and voting procedures followed by the Board.
 - iii. are expected to attend all committee meetings.
 - iv. missing 3 consecutive committee meetings without reason indicates a vacancy.
 - v. must be willing to publicly support the committee's purpose. Anyone unable to do so, or having a conflict of interest, must resign from the committee.

Section 8.03 OFFICERS

A) NUMBER OF OFFICERS

The Officers of the WMVSC shall be President, Vice President, Secretary, and Treasurer, all of whom will be members of and elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. In its discretion, the Board may leave unfilled, for any such period as it may determine, any office except those of President and Secretary. Any two or more offices may be held by the same person except for the offices of President and Secretary, which may not be held by the same person.

B) ELECTION AND TERM OF OFFICE

The officers of the WMVSC shall be elected or appointed at the annual Board meeting by the newly elected Board or as quickly afterward as possible. Each officer shall hold office until his/her

successor has been duly elected and qualified, or until the officer's death, resignation, or removal in the manner hereinafter provided.

C) RESIGNATION AND REMOVAL OF OFFICERS

- a. Any officer may resign during a Board meeting or by providing notice to the rest of the Board either in writing or by email. This resignation is effective immediately unless a different date is expressly stated by the officer. If a resignation is made effective at a later date, the Board may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board may remove the officer at any time before the effective date and may fill the resulting vacancy.
- b. Any officer may be removed by a unanimous vote of the Board whenever, in its judgement, it best serves the interests of the WMVSC.
- c. If an officer misses three (3) consecutive board meetings without notice or justification, he or she is considered resigned from office.
- d. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

D) PRESIDENT

The President shall be the principal executive officer of the WMVSC and, subject to the control of the Board, shall in general supervise and control all its business and affairs. The president shall, when present, preside at all Board meetings. The president may sign, with the Secretary or any other proper officer of the WMVSC thereunto authorized by the Board, any deeds, mortgages, bonds, contract, or other instruments which the Board has authorized to be executed. Except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws as otherwise signed or executed and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time. The president is an ex-officio member of all committees.

E) VICE PRESIDENT

The Vice President shall, in the absence of, or disability of, the President, assume the responsibilities and duties of the President.

F) SECRETARY

The Secretary shall be responsible for keeping the official minutes of all meetings, seeing that all notices are duly given, and safekeeping the WMVC books and records. The Secretary shall keep a register of the names and addresses of all members and keep on file at all times a complete copy of the Certificate of Incorporation and the Bylaws of the WMVSC containing all amendments thereto.

G) TREASURER

The Treasurer will keep all financial records of the WMVSC, collect annual dues and fees, and receive and dispense all WMVSC funds as authorized by the Board. Cash paid for services must be issued by the Treasurer and documented with a receipt for the services paid. The Treasurer shall present a detailed financial report of the previous month's financial activity in the form of a hard copy to be viewed by the membership and to be published with minutes of the meeting. If the members' meeting is not physically held, an electronic financial report shall be made available to the members upon request.

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its Directors and Officers and Employees as follows:

- a) Every Director, Officer, or Employee of the WMVSC shall be indemnified by the WMVSC against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding in which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a Director, Officer, Employee, or Agent of the WMVSC or, is or was serving at the request of the WMVSC as a Director, Officer, Employee, or Agent of the WMVSC, Partnership, joint venture, trust of enterprise, or any settlement thereof, whether or not is a Director, Officer, Employee, or Agent at the time such expenses are incurred at, except in such cases wherein the Director, Officer, or Employee is adjudged guilty of willful malfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interests of the WMVSC.
- (b) The WMVSC shall provide to any person who is or was a Director, Officer, Employee, or Agent of the WMVSC or, is or was serving at the request of the WMVSC as a Director, Officer, Employee, or Agent of the WMVSC, partnership, joint venture, trust of enterprise, the indemnity against expenses of suit, litigation, or other proceeding which is specifically permissible under applicable law.
- (c) The Board shall direct the purchase of liability insurance by way of implementing the provision of Article VIII DIRECTORS AND OFFICERS.

ARTICLE X DIRECTORS' CONFLICTING INTEREST TRANSACTIONS

Section 10.01 CONFLICTING INTEREST TRANSACTION

As used in this section, "conflicting interest transaction" means: A contract, transaction, or other financial relationship between the WMVSC and a Director of the WMVSC, or between the WMVSC and a party related to a Director, or between the WMVSC and an entity in which a Director of the WMVSC is a Director or Officer or has a financial interest. Additionally, a conflict of interest may exist when any Director, Officer, or Employee may be seen as having interests which are averse to the interests of the WMVSC.

A) DISCLOSURE REQUIRED

Any conflict of interest shall be disclosed to the Board by the person(s) concerned. When any conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board or its' appropriate committee and such person(s) shall not vote on the matter; provided however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at the meeting of the Board or a Committee thereof.

B) ABSENCE FROM DISCUSSION

The person having the conflict shall not participate in the decision regarding the matter under consideration.

C) MINUTES

The minutes of the meeting of the Board or Committee shall reflect that conflict of interest was disclosed and that the interested person(s) was not present during the final vote and did not vote. Where there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board or its' Committee, excluding the vote to the person concerning whose situation the doubt has arisen.

D) ANNUAL REVIEW

A copy of the conflict of interest statement shall be furnished to each Director, Officer, and Employee who is presently serving the WMVSC or who may hereafter become associated with the WMVSC.

This policy shall be reviewed periodically for the information and guidance of Director, Officers, and Employees. Any new Director, Officer, or Employee shall be advised of this policy upon undertaking the duties of such office.

ARTICLE XI CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 11.01 CONTRACTS

The Board may authorize any Director, Officer, or Agent to enter into any contract or execute and deliver any instrument to the name of and on behalf of the WMVSC, and such authority may be general or confined to the specific instances.

Section 11.02 LOANS

No Loans shall be contracted on behalf of the WMVSC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 11.03 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the WMVSC shall be signed by such Officer(s) or Agent(s) of the WMVSC in such manner as shall from time to time be determined by resolution of the Board. Any disbursement of WMVSC funds over \$300 must be approved by two (2) WMVSC Board of Directors, approved Agents or motioned and approved by the Board as recorded in minutes. No WMVSC funds shall be distributed directly from an agent of WMVSC to his or herself, or by (2) WMVSC Board that are spouses/partners.

Rodeo Committee

A budget must be presented to the Board of Directors. Once the budget has been approved, the committee will not need approval for expenses except when such expenses cause the budgeted item to exceed the approved amount.

Section 11.04 DEPOSITS

All funds of the WMVSC not otherwise employed shall be deposited no more than ten (10) days after receipt to the credit of the WMVSC in such banks, trust companies, or other depositories the Board may select.

ARTICLE XII CORPORATE SEAL

The Board may, at its discretion, provide a corporate seal which shall be circular in form and shall be inscribed there on the name of the Corporation and the State of incorporation and the words, "Corporate Seal".

ARTICLE XIII WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any WMVSC Director under the provisions of these Bylaws or under the provision of the Article of Incorporation or under the provisions of the applicable Business Corporation Act, or under the provisions of the Revised Colorado Non-Profit Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, where before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV DISSOLUTION

In the event of dissolution, termination, or reorganization of the Corporation, all of its property, including all items in its collections, investments, receivables, cash, and any unexpected income together with its liabilities shall be conveyed to a Corporation devoted exclusively to a charitable or educational purpose as then defined by or pursuant to the United States Internal Revenue Code. No property of the Corporation shall be disposed of by sale or exchange except by the unanimous vote of the Board present at the meeting at which the matter is acted upon, and then only when proceeds of such sale or exchange shall insure exclusively to the benefit of the Corporation or its successors or assignee corporation as described above.

ARTICLE XV AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Board at any regular or special Board meeting. These Bylaws shall be reviewed at least annually, preferably at the annual meeting with both the current and newly elected Directors and Officers.

The above Bylaws are certified to have been adopted by the Corporation, knows as the Wet Mountain Valley Saddle Club, on the 19th day of October, 2021.

Officer Signatures:

President



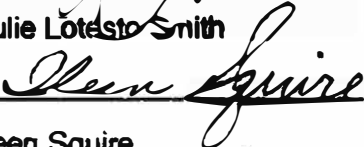
Scott Campbell

Vice President:



Julie Lotesto Smith

Secretary:



Ileen Squire

Treasurer:



Mary Mowery