

# **Bitter Root Back Country Horsemen Constitution**

A Montana Nonprofit Corporation, Incorporated June 18, 1976 under the laws of the State of Montana

The undersigned, President of Bitter Root Back Country Horsemen, acting pursuant to authorization from the general membership thereof, hereby presents this Constitution of Bitter Root Back Country Horsemen as an amendment to the original Constitution, as amended and last filed 05/19/2011. This Constitution shall replace the original thereof, together with all prior amendments thereto, in their entirety, and shall become the operating Constitution of Bitter Root Back Country Horsemen upon filing with the Montana Secretary of State

## **Article I – Purpose**

- Section 1: The name of this organization shall be the **Bitter Root Back Country Horsemen, a public benefit corporation** without stock. The period of its duration is perpetual.
- Section 2: The purpose of this organization shall be:
1. To perpetuate the common sense use and enjoyment of horses in America’s back country and wilderness areas.
  2. To work to ensure that public lands remain open to recreational stock use.
  3. To assist the various government, state and private agencies in their maintenance and management of said resource.
  4. To educate, encourage and solicit active participation in the wise and sustaining use of the back country resource by horsemen and the general public commensurate with our heritage.
  5. To foster and encourage the formation of new back country horsemen’s organizations.
  6. To cooperate with other B.C.H.A. organizations.
- Section 3: Bitter Root Back Country Horsemen is organized exclusively for charitable, religious, educational and scientific purposes under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article II – Membership**

- Section 1: Membership shall be either individual or family. Individual members must be eighteen years of age and interested in promoting the purpose of the organization as stated in Article 1.
- Section 2: Family membership includes family members living in one household and children under 21 years of age. Family members under the age of 18 may participate in all club activities with adult supervision but will not be eligible to vote.
- Section 3. Applicants and/or members are required to be reputable, trustworthy members of their community and are subject to approval by the Chapter Board of Directors. The Chapter Board of Directors reserves the right to refuse membership to any applicants and/or members.
- Section 4: Membership dues shall be as established by a vote of the membership.
- Section 5: A member in good standing must have paid dues for the current calendar year.
- Section 6: Disciplinary Action/Removal of Members. Chapter Members may be expelled for conduct which is intimidating, threatening, pugnacious, belligerent or otherwise harmful to members of the chapter Association or which impairs the functioning or damages the reputation of the chapter.

If such conduct shall be brought to the Board's attention and the majority of the Board determines that expulsion of the member should be considered, the Board shall appoint a Committee of three regular members who are not on the Board. The Committee shall investigate and submit a written report to the Board stating the results of its investigation and its recommendation.

If expulsion or other disciplinary action shall be recommended, the Board shall consider such recommendation at a hearing at the next Regular or Special meeting and give the accused member at least ten (10) days notice of such hearing. The Board shall consider the Committee's report, shall give the defending member the opportunity to be heard, and may consider the statements of other persons present to the extent that they are relevant.

Only Board Members present at the hearing may vote, and no member shall be expelled except by the vote of two-thirds (2/3) of a quorum; lesser discipline may be imposed by a majority vote. The Board shall advise the member at least 15 days prior to the effective date of the action taken.

A member whom the Board has voted to expel or discipline may appeal the Board's decision by giving written notice of appeal to the Secretary prior to the effective date of the Board Action. Within five (5) days after receiving such notice, the Secretary shall notify the Board of the appeal and shall furnish to the appealing member and the Board a list of Past Presidents and Members of the year who are then Regular Members of the Chapter and are not currently on the Board. Within five (5) days thereafter the appealing member shall choose one person from the list and notify the Secretary of his or her choice. The Secretary shall notify the Board of the member's choice, and within five (5) days the Board shall choose one person from the list and notify the Secretary of its choice. The Secretary shall notify the two from the list who have been chosen, and the two shall select a third member from the list.

The three shall comprise the Appellate Tribunal which shall promptly schedule a hearing, give notice of the hearing, determine whether or not the appealing member should be expelled or disciplined, and notify the appealing member and the Board of its determination. A decision of the Appellate Tribunal shall be final.

### **Article III – Meetings**

- Section 1: Regularly monthly meetings shall be established and held at a place and time decided by a simple majority of members present and voting at a regular meetings.
- Section 2: All meetings shall be held according to Robert's Rules of Order where they do not conflict with this or upon written request signed by ten (10) members in good standing.
- Section 4: Board meetings shall be held once a month. A quorum for this meeting shall consist of three (3) officers and five (5) directors.
- Section 5: Non board members shall be welcome to participate in board meetings but shall have no vote.
- Section 6: Eight (8) members in addition to five (5) directors and three (3) officers shall constitute a quorum for the transaction of business at any regular or special meeting of this organization.

### **Article IV – Voting**

- Section 1: Each member in good standing may cast one vote on organizational matters. Members must be present to vote except as noted in section 4.
- Section 2: A simple majority of the members present and voting shall be required to conduct business providing a quorum is present except for the removal of officers or directors which is specified in Article IX.
- Section 3: The election of officers and directors shall be by written ballot. Voting on major issues may be by written ballot when requested by a simple majority of the members present and voting.
- Section 4: Members unable to attend the election of officers and directors may vote by submitting a signed absentee ballot delivered to the election committee at the election.

### **Article V – Officers and Directors**

- Section 1: The board of directors shall consist of the officers, directors and the immediate past president and shall be known as

the Board for the purposes of this constitution.

- Section 2: Officers of this organization shall be President, Vice-President, Secretary, and Treasurer. There shall be no more than one member of a household elected to serve as an officer.
- Section 3: There shall be nine (9) directors.
- Section 4: The immediate past President will serve as a voting member of the Board but is not an officer or director for the purposes of a quorum.
- Section 5: A vacancy in any office or in the directors shall be filled by the Board for the balance of such term except President which shall automatically be filled by the Vice-President.
- Section 6: All elected officers and directors must be members in good standing.

#### **Article VI – Duties of the Officers and Directors**

- Section 1: The Board shall manage and execute the affairs of the organization as directed by the membership at large. When the general membership is not in session the Board shall have the authority to take actions necessary to carry on the business of the organization
- Section 2: It shall be the duty of the president to preside at all meetings of the organization and of the Board, to exercise general control over the affairs of said organization, to call special meetings of the organization and of its Board and to perform all other duties pertaining to such office.
- The President may co-sign checks for the disbursement of funds.
- Section 3: The Vice-President shall assist the President when called upon to do so and in the absence of the President shall be vested with all the powers and duties of the President.
- The Vice-President may co-sign checks for the disbursement of funds.
- Section 4: The secretary shall record and keep minutes of regular, Board and special meetings, shall be responsible for the preparation of correspondence on behalf of the organization, shall maintain a file of correspondence sent and received for organizational records and shall perform those duties as pertain to this office and/or special instructions from the Board.
- Section 5: The treasurer shall collect dues, shall maintain an up-to-date register or roll of members for the purpose of organizational business, notices, etc., shall keep and disburse funds of the organization and shall keep a written account of same which shall be open for inspection by any member in good standing, shall furnish a written report of the state of the finances monthly and shall be one of the three check signers of record.

#### **Article VII – Finance**

- Section 1: Expenditure of funds exceeding \$50.00 on behalf of the organization shall be pre-approved by the Board and all bills shall be reviewed and accepted by the Board before the Treasurer is authorized to make payment. All payments in excess \$200.00 except for regularly reoccurring expenses shall be presented to the general membership for approval.
- Section 2: Two signatures shall be required on all checks.
- Section 3: All funds shall be deposited in a bank account or other suitable insured repository.

#### **Article VIII – Elections**

- Section 1: All officers and directors shall be elected by a majority vote of those present and voting at the regularly scheduled November meeting plus those voting by absentee ballot. Their term of office shall begin January 1st following the election.
- Section 2: Directors vacancies shall be filled by two (2) year terms with four (4) vacancies occurring one year and five (5) the following year.

- Section 3: Officers shall be elected for a one year term. No officers shall hold the same office for more than four (4) consecutive terms. No director shall hold office for more than three (3) consecutive terms (6 years).
- Section 4: Qualifications for Officers and Directors shall be persons who have been a member in good standing for at least one (1) year of Back Country Horsemen of America.
- Section 5: Nominations may be made from the floor during the election for Officer or Director.

**Article IX – Removal of Officers and Directors**

- Section 1: Any Officer or Director may be relieved of their duties by an action instituted by a two thirds majority vote of the members at a regular meeting.
- Section 2: Written notification of action to remove an Officer or Director must be made at the regular meeting proceeding the meeting that the action is to take place.
- Section 3: Any Officer or Director wishing to resign shall do so in writing and present it at a regular meeting.
- Section 4: Officers and Directors shall automatically be removed from office after missing three Board meetings per year without being excused for legitimate reasons. The Board shall determine the legitimacy of absence and if necessary issue written notice to the offending Officer or Director.

**Article X – Committees**

- Section 1: The committees necessary for the function of this organization shall be created or eliminated by the Organization’s Board.
- Section 2: An Auditing Committee of three (3) members shall be appointed no less than two (2) months prior to the election of Officers and Directors.
- Section 3: A Nominating Committee with a minimum of three (3) members shall be appointed no less than two (2) months prior to the election of Officers and Directors.

The purpose of the Nominating Committee shall be to provide a list of suitable candidates for this organization’s Officers and Directors.

The list of candidates shall be presented to the membership at the general meeting one month prior to the election.

- Section 4: The president may remove committee chairman with the Boards approval. A hearing before the Board shall be required if requested by the chairman in question.

**Article XI-Registered Agent and Office**

The address of the corporation is P. O. Box 1083, Hamilton, Montana, 59840. The office of registered agent shall be attached to the office of president, and shall transfer to succeeding presidents upon election or succession to office in accordance with the constitution.

**Article XII-Regulation of internal Affairs**

- Section 1: No part of the assets or earnings of the corporation shall inure to the benefit of, or be distributable to its officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this constitution.
- Section 2: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene, including the publishing or distribution of statements, in any political campaign of any candidate for public office. Notwithstanding any other provision of this constitution, the corporation shall not carry out any other activities not permitted to be carried on (a) by a charitable organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Montana pursuant to the provisions of the Montana Nonprofit Corporation Act.

- Section 3: Dissolution, Winding Up: Upon the dissolution of the Corporation, or winding up of its affairs, the then serving officers shall form and constitute a Board of Directors to oversee final payment of debts and distribution of assets of the corporation, unless by majority vote of the membership, other members are elected to serve as directors for such purpose. Any remaining assets of the corporation shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future tax code, or they shall be distributed to the federal government, or to a state or local government for public purpose.
- Section 4: The corporation shall not engage in any financial transaction that is prohibited by any state or federal law or regulation for tax exempt, charitable, nonprofit organizations. Nor shall the corporation engage in any financial transaction that could subject the corporation to taxation at the state or federal level or place the corporation's tax exempt status in jeopardy.

**Article XIII -Amendments**

- Section 1: This constitution may be amended at any regular meeting or special meeting of the organization by a majority vote of members present and voting provided that notice of such proposed amendment shall be given to the organization at the regular meeting preceding the submission of such proposed amendment.

**Article XIV-Presenter**

The presenter of this amended constitution is Brad Pollman, President of the Bitter Root Back Country Horsemen whose address is 3777 Eastside Highway, Stevensville, MT 59870. By execution below, Presenter certifies that these amendments to the Constitution of Bitter Root Back Country Horsemen are presented with full authority from the membership thereof, and have been duly and lawfully adopted by the corporation by unanimous voice vote of the membership at their regularly scheduled meeting on November 20, 2014.

**IN WITNESS WHEREOF, the presenter has executed this instrument this 20<sup>th</sup> day of November, 2014.**

**Presenter:**

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**Brad Pollman, BBCH President**

**History of Bitter Root Back Country Horsemen Constitution**

The original constitution adopted 3/30/76 and amended 11/23/76.

A major revision of the constitution was adopted 4/26/77 and amended 6/27/78, 11/28/78, 12/16/79, 3/23/82,12/29/87, 12/16/93 and 4/21/94.

A major revision of the constitution was adopted 11/19/95.

A major revision of the constitution was adopted 11/15/98.

Article V and Article VI were amended on 11/16/00 to eliminate the office of Second Vice-President.

Article II was amended on 11/16/00 to define family and individual membership.

Article XI section 2 was added on 7/18/02 to put BBCH in compliance with Montana Tax Law.

Article VIII section 1 was amended on 3/16/06 to change the date for the election of officers to the month of November and makes January 1st the date when the elected officers begin their term.

Article X section 3 was amended on 8/17/06 to coordinate the date when a list of candidates is presented to the membership with the election date, which was amended on 3/16/06

Article II section 3-6 was amended on 9/19/08 to provide a process to expel a member and an appeal process for the member being expelled.

Article VIII section 3 was amended on 10/16/2008 to extend the term limits of officers.

Article I section 2 was amended on 5/19/2011 to make our chapter's first five purposes consistent with the BCHA Purpose.

A revision of the constitution occurred on November 20, 2014, to place all corporation's activities in compliance with Section 501(c) 3 of the Internal Revenue Code