

# **Selway-Pintler Wilderness Back Country Horsemen**

## **CONSTITUTION**

A Montana Nonprofit Corporation, incorporated September 21, 2006 under the laws of the State of Montana.

The undersigned President of the Selway-Pintler Wilderness Back Country Horsemen, acting pursuant to the authorization from the general membership thereof; hereby presents this Constitution of Selway-Pintler Back Country Horsemen as an amendment to the original Constitution, as amended and last filed December 16, 2014. This Constitution shall replace the original thereof, together with all prior amendments thereto, in their entirety, and shall become the operating Constitution of the Selway-Pintler Wilderness Back Country Horsemen upon filing with the Montana Secretary of State.

### **Article I: Name and Purpose**

Section 1: The name of this organization shall be Selway-Pintler Wilderness Back Country Horsemen, Here-in-after referred to as SPWBCH, and shall be incorporated under the laws of the State of Montana as a non-profit educational corporation. The period of its duration is perpetual.

Section 2: Our purpose is to perpetuate the common-sense use of horses in America's back country, wilderness and roadless areas; to assist various government and private agencies in their maintenance of said resources; to work to ensure that public lands remain open to recreational stock use; and to educate, encourage and solicit active participation in the wise and sustaining use of the back country resources by horsemen and pack stock.

Section 3: Selway-Pintler Wilderness 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. Individuals shall be 18 years or older and interested in promoting the purposes as stated in Article I. Family memberships includes family members living in one household and children under 18 years of age. Family members under the age of 18 may participate in suitable club activities with adult supervision but will not be eligible to vote.

Section 2: Associate or sponsor membership may be acquired by individuals, businesses or organizations interested in supporting the purposes as stated in Article I.

Section 3: Calendar year dues shall be decided at each December meeting by a vote of the membership.

Section 4: A member in good standing must have paid dues for the current year by January 31st.

### **Article III: Voting**

Section 1: Each member 18 years of age or older and in good standing shall be entitled to one vote on all matters voted upon during regular or special meetings

Section 2: A simple majority of members present, voting when the organization is in session, shall be required to conduct that business requiring group action, providing a quorum is present, excepting the removal of officers or directors, which is provided for in Article IX.

Section 3: The election of officers, directors and all major issues shall be by written ballot.

Section 4: Members unable to attend the election of officers and directors may vote by submitting a signed absentee ballot delivered to the President, Vice-President or Secretary/Treasurer prior to the meeting.

### **Article IV: Meetings**

Section 1: Regular meetings shall be held monthly at a place and time decided by a simple majority of members present and voting at regular meetings.

Section 2: Special meetings may be called by the president or upon written request signed by any two (2) directors or upon written request signed by ten (10) voting members in good standing.

Section 3: Board meetings shall be held monthly prior to the general meeting or at the convenience of the directors. Regular members shall be welcome at board meetings but shall have no vote. A quorum for this meeting shall consist of two (2) officers and one (1) director.

Section 4: Ten (10) members in good standing in addition to two (2) officers and one (1) director shall constitute a quorum for the transaction of business at any regular or special meeting of this organization.

Section 5: All meetings shall be held according to Robert's Rules of Order where they do not conflict with this constitution.

Section 6: This constitution and the bylaws may be amended at any regular or special meeting by majority vote determined by written ballot and provided that notice of such proposed amending shall be given to the organization at the regular meeting preceding the submission of such proposed amendment.

Section 7: Notice shall be given of all meetings.

### **Article V: Officers and Directors**

Section 1: Officers of this organization shall be a president, a vice-president and a secretary/treasurer. Other offices may be created as the voting membership decides. There shall be no more than one member of a household elected to serve as an officer.

Section 2: The board of directors shall consist of four (4) directors, the officers and the immediate past president and shall be known as the Board for the purposes of this constitution. The immediate past president will serve as a voting member of the Board but is not an officer or director for purposes of a quorum.

Section 3: Any vacancy in any office or in the board of directors shall be filled by an election by the board of directors for the balance of such term, except for the President's office, which shall be automatically filled by the vice president.

Section 4: All elected officers and directors must be members in good standing.

## **Article VI: Duties of 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 shall be one of three check signers of record.

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 shall be one of three check signers of record.

Section 4: The Secretary shall record and keep the minutes of all regular, special and board meetings and perform such other duties as pertain to such office.

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. The Treasurer shall furnish a written report of the state of the finances at regular meetings and shall be one of the three check signers of record.

## **Article VII: Discipline**

Section 1: If necessary, a trail master shall be designated in charge of specific events and during that event shall have authority to determine and act upon needed control for purposes of efficiency, human and animal safety and animal treatment.

Section 2: The Officers of the SPWBCH Board have disciplinary authority over all club members and activities.

## **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 December meeting plus those voting by absentee ballot. Their term of office shall begin January 1<sup>st</sup> of the following year. (The first official membership election shall be held after the first year in December 2007.)

Section 2: Directors vacancies shall be filled by two (2) year terms, which shall be staggered.

Section 3: Officers shall be elected for a one (1) year term. No officer shall hold the same office for more than two (2) 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 SPWBCH.

Section 5: Two (2) state BCHMT directors and one alternate representing this organization shall be elected at the regular January meeting. State directors shall be or shall have been a club officer or director for this organization. State directors will be elected for staggered two year terms and the alternate for a one year term. Terms will commence at the first State Board meeting after State convention. Voting privileges on the local board of directors is accorded to these two positions.

Section 6: Officers shall be elected from recommendations from the nominating committee and/or from nominations from the floor at the December meeting.

### **Article IX: Removal of Officers**

Section 1: Notification of action to remove an officer or director must be made at the regular meeting preceding the meeting that the action is to take place.

Section 2: Action to remove an officer or director requires a two-thirds majority vote of a quorum at a regular meeting.

Section 3: Any officer or director wishing to resign shall do so in writing and present it at a regular meeting.

### **Article X: Finance**

Section 1: All funds shall be deposited in a bank account or other suitable insured repository.

Section 2: One officer signature shall be required on all checks.

Section 3: 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 of \$200.00 except for regularly reoccurring expenses shall be presented to the general membership for approval.

### **Article XI: 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 in good standing shall be selected annually to examine the organization's financial records. The audit report shall be signed by all committee members and the said report shall be presented to the membership at large.

Section 3: A Nominating Committee with a minimum of two (2) members shall be appointed no less than two months prior to the election of Officers and Directors. The purpose of the Nominating Committee shall be to provide recommendations of suitable candidates for this organization's Officers and Directors. The recommendations of the nominating committee shall be presented to the membership at the general meeting in November prior to the election.

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

### **Article XII Registered Agent and Office**

The address of the corporation is P.O. Box 88, Hamilton, MT 59840. The office of the 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 this constitution.

### **ARTICLE XIII 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 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

Section 3: Should there be a dissolution of the Chapter, any assets of the Chapter shall be distributed to an organization dedicated to the preservation of America's back country and wilderness to be determined by a majority vote which would then qualify under the provisions of section 501(c)3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

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, non-profit 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 XIV Amendments**

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

#### **Article XV Presenter**

The presenter of this amended constitution is Linda Habeck, President of the Selway-Pintler Wilderness Back Country Horsemen whose address is 945 Old Corvallis Rd., Corvallis, MT 59828. By execution below Presenter certifies that these amendments to the constitution of the Selway-Pintler Wilderness 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 May 12, 2016.

IN WITNESS WHEREOF, the presenter has executed this instrument this 12th day of May, 2016.

Presenter:

---

Linda Habeck, SPWBCH President

## CONSTITUTIONAL AMENDMENTS

**May 12, 2016:** to accommodate language required for 501(c)3 status.

**December 16, 2014:** Article VIII: Elections; Section 3: Officers shall be elected for a one (1) year term. No officer shall hold the same office for more than two (2) consecutive terms. No director shall hold office for more than three (3) consecutive terms (6 years). **Shall be changed to read:** Officers shall be elected for a one (1) year term. No officer 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)

**October 9, 2014:** Article II: Membership; Section 1: Membership shall be either individual or family. Individuals shall be 18 years or older and interested in promoting the purposes as stated in Article I. Family memberships includes family members living in one household and children under 18 years of age. Family members under the age of 18 may participate in suitable club activities with adult supervision but will not be eligible to vote. **Shall be changed to read:** Membership shall be either individual or family. Individuals shall be 18 years or older and interested in promoting the purposes as stated in Article I. Family memberships includes family members living in one household. Family members under the age of 18 may participate in suitable club activities with adult supervision but will not be eligible to vote.

**February 9, 2012:** Article V: Officers and Directors; Section 2: The board of directors shall consist of two (2) directors, the officers and the immediate past president and shall be known as the Board for the purposes of this constitution. The immediate past president will serve as a voting member of the Board but is not an officer or director for purposes of a quorum. **Shall be changed to read:** The board of directors shall consist of four (4) directors, the officers and the immediate past president and shall be known as the Board for the purposes of this constitution. The immediate past president will serve as a voting member of the Board but is not an officer or director for purposes of a quorum.

**April 9, 2009:** Article I: Name and Purpose; Section 1: The name of this organization shall be Selway/Pintler Wilderness Back Country Horsemen, hereinafter referred to as SPWBCH, and shall be incorporated under the laws of the State of Montana as a non-profit educational corporation. **shall be changed to read:** The name of this organization shall be Selway-Pintler Wilderness Back Country Horsemen, hereinafter referred to as SPWBCH, and shall be incorporated under the laws of the State of Montana as a non-profit educational corporation.

**February 12, 2009:** Article I: Name and Purpose; Section 1: The address shall be 2059 Walking Mule Lane, Corvallis, MT 59828 **shall be changed to read:** The address shall be P. O. Box 88, Hamilton, MT 59840.