

**Keller Saddle Club, Inc.**  
**By-Laws**  
**(June 2008)**

**ARTICLE I – NAME AND PURPOSE**

**Section 1. Name**

The name of the organization shall be “Keller Saddle Club, Inc.”, also known as “Keller Saddle Club” (the Club), a Texas non-profit corporation.

**Section 2. Purpose**

The purpose of the Club shall be for the instruction of equestrian sports and the promotion of horsemanship, sportsmanship, & citizenship in the community of Keller, Texas and the surrounding communities.

**Section 3. Motto**

The motto of the Association shall be “Horsemanship, Sportsmanship, & Citizenship”.

**Section 4. Principal Office**

The principal place of business for the Club shall be identified and maintained by the Board of Directors, and may be changed from time to time as needed. Business of the Club may be carried out at any place determined as convenient and appropriate by the Board of Directors.

**Section 5. Fiscal Year**

For the purposes of membership and accounting, the fiscal year of the Club will follow a calendar year, beginning January 1 and ending on December 31.

**ARTICLE II – MEMBERSHIP**

**Section 1. Membership Categories**

There shall be two types of regular membership categories, Individual and Family. Additional categories may also be created by the Board of Directors for specific purposes as needed.

**Section 1(a). Individual Membership**

An individual membership consists of a single individual person age eighteen and over. An individual membership shall become active when an application form for membership and appropriate dues payment have been received by the Treasurer of the Club.

**Section 1(b). Family Membership**

A family membership consists of all those individual persons, regardless of age, residing as a family at the same physical mailing address and location. A family membership shall become active when an application form for membership listing all family members and appropriate dues payment have been received by the Treasurer of the Club.

## **Section 2. Diversity**

Membership in the Club is open to all persons without regard to age, gender, race or color, ethnic or cultural background, marital status, religious preference, place of residence, sexual orientation, financial status, or nationality.

## **Section 3. Membership Term and Dues**

All memberships applied for and dues assessed shall be active and effective for a term of one fiscal year, unless specifically designated otherwise by the Board of Directors. The dues structure, which includes the dues amounts, payment options, and any pro-rating or other adjustments not specifically defined in these By-Laws, shall be determined by the Board of Directors. Dues are not refundable.

## **Section 4. Expirations and Renewals**

All active memberships in the Club shall expire at the end of each fiscal year, except that new members who join within a period of ninety days prior to the end of the current fiscal year shall be entitled to active membership status without interruption through the end of the next fiscal year. Other exceptions may also be designated by the Board of Directors when appropriate. To avoid inactive status, active members must renew their memberships prior to the expiration date. Renewals shall be accepted at any time in advance of the expiration date.

## **Section 5. Inactive Status and Reinstatement**

A membership becomes inactive when the end of the fiscal year has passed and the member has not submitted a dues payment for the next fiscal year. An inactive membership shall be reinstated without prejudice upon the receipt of the appropriate dues payment by the Treasurer of the Club. If the membership has been inactive for a period of more than one fiscal year, the inactive member must also submit a new application form for membership with the dues payment.

## **Section 6. General Rights of Members**

All active members regardless of age retain all those rights of membership in the Club not specifically defined otherwise in these By-Laws or through amendments or other actions of the Board of Directors.

## **Section 7. Voting**

All active members of the Club ages eighteen and over shall be eligible to vote on any business brought before the Club requiring a vote during any regular or special meeting of the membership. In such matters, each member shall have one vote.

## **Section 8. Member Obligation to Follow Club Rules**

These By-Laws constitute a binding legal agreement between the Club and its members which may be supplemented by amendments and actions of the Board of Directors. Members of the Club are bound by these By-Laws and all amendments and actions of the Board of Directors or voting members of the Club.

### **Section 9. Disciplinary Actions**

A member may be reprimanded, suspended, or have their membership terminated for cause by the Board of Directors. Cause may include failure to observe or disregard of these By-Laws or other rules adopted by the Club, or other actions as defined by the Board of Directors. The disciplinary action shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefore. The member shall have the opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board.

## **ARTICLE III – BOARD OF DIRECTORS**

### **Section 1. Definition and Powers**

The Board of Directors is the governing body of the Club, with the authority and responsibility for the supervision, control, and direction of the Club. All property of the Club shall be controlled and managed by the Board of Directors. The Board of Directors shall have the power and authority to make, amend, repeal, and enforce such rules and regulations, not contrary to these By-Laws, as they may deem necessary concerning the conduct, management and activities of the Club. The Board may delegate the management of the Affairs of the Club to any person or group, including elected officers and/or committees, provided the Board shall retain the responsibility for the actions of such person or group and further provided that the Board shall in all cases be responsible for the ultimate policy and direction of the Club.

### **Section 2. Composition and Eligibility**

The Club shall have no fewer than three and no more than five Directors. Any active member ages eighteen and over may serve on the Board of Directors. Current Officers of the Club may also serve on the Board.

### **Section 3. Term of Service**

A term of a Director shall be two calendar years, commencing on January 1 of the first year following election to the Board and ending on December 31 of the third year. There shall be no limitation on the number of terms a person may serve as a Director.

### **Section 4. Nomination and Election**

During the month of October prior to the end of a Director's term, nominations to fill that Director's position shall be accepted by the Board of Directors. Nominations may be offered by any active member, Officer, or Director, and the incumbent Director may also self-nominate to become eligible for re-election. Nominations must be received by the Board of Directors no later than October 31. At the next regular meeting of the membership following nominations, an election shall be held in which the members will vote for one of the nominees to fill the position. A simple majority vote of the members present shall be sufficient to elect a Director.

### **Section 5. Vacancies**

In the event a Director position becomes vacant prior to the end of a Director's term, the President of the Club shall appoint another active member to fill the vacancy, subject to

approval by the remaining members of the Board of Directors. Such appointment shall be limited to the remaining term of the vacant position.

**Section 6. Resignation and Removal**

Resignation from the Board must be in writing and received by the President of the Club. A Director may be removed for cause by a majority vote of the remaining Board members. Cause may include deliberate or extreme disregard for the By-Laws and other rules of the Club, gross misconduct or negligence with regard to the duties and responsibilities of the Board of Directors, or other actions as may be defined by the Board of Directors. Such removal shall not affect the membership status or other rights of membership afforded to the removed Director.

**Section 7. Voting**

In all business matters presented to the Board of Directors requiring a vote, each Director shall have one vote.

**ARTICLE IV – OFFICERS**

**Section 1. Definition and General Powers**

The officers of the Club shall consist of a President, Vice President, Secretary, and Treasurer. Officers shall have the authority and responsibility to manage the regular and daily activities of the Club, subject to the direction and supervision of the Board of Directors; those duties delegated to them through these By-Laws; and those duties delegated to them by actions of the Board of Directors.

**Section 1(a). President**

The President shall be the Principal Officer of the Club, and shall preside at all meetings of the membership, the Executive Committee, and the Board of Directors. The President shall see that all Club By-Laws, rules and actions of the Board of Directors are enforced, promote the Club to members and the general public, and carry out such other duties that may be prescribed by the Board of Directors.

**Section 1(b). Vice President**

In the absence of the President, the Vice President shall have the power of and perform the duties of the President, promote the Club to members and the general public, and carry out such other duties that may be prescribed by the Board of Directors.

**Section 1(d). Secretary**

The Secretary shall record the minutes of all membership and Board of Directors meetings, serve as the custodian for all official documents and records of the Club, serve as the custodian for all official documents and records of the Club, promote the Club to members and the general public, and carry out such other duties that may be prescribed by the Board of Directors.

**Section 1(e). Treasurer**

The Treasurer shall collect, deposit, and disburse the monies of the Club in accordance with provisions in the By-Laws or as prescribed by the Board of Directors, maintain the financial accounting and records of the Club, and make such available for review by the Board of Directors and the general membership, promote the Club to members and the general public, and carry out such other duties that may be prescribed by the Board of Directors.

**Section 2. Emeritus and Honorary Officers**

In recognition of their contributions to the Club, those members who have previously served as President shall be granted the permanent emeritus title of Past President, with that person who has most recently vacated the position to be called Immediate Past President. The Board of Directors may also act to convey other honorary titles upon active or inactive members and non-members. All emeritus and honorary titles shall be in name only, and shall not convey or imply any specific duties or special privileges prescribed upon the person so granted.

**Section 3. Eligibility**

Any active member ages eighteen and over may serve as an Officer. Current members of the Board of Directors may also serve as Officers.

**Section 4. Term of Service**

The term of an Officer shall be three calendar years, commencing on January 1 of the year following election and ending on December 31. There shall be no limitation on the number of terms a person may serve as an Officer.

**Section 5. Nomination and Election**

During the month of October prior to the end of an Officer's term, nominations to fill that position shall be accepted by the Board of Directors. Nominations may be offered by any active member, Officer, or Director, and the incumbent Officer may also self-nominate to be eligible for re-election. Nominations must be received by the Board of Directors no later than October 31. At the next regular meeting of the membership, an election shall be held in which the members will vote for one of the nominees to fill the position. A simple majority vote of the members present shall be sufficient to elect an Officer.

**Section 6. Vacancies**

In the event the President's position becomes vacant prior to the end of the current term, the First Vice President of the Club shall assume the vacancy for the remainder of the term. In the event any other Officer's position becomes vacant prior to the end of the current term, including the vacancy newly created when the First Vice President fills the vacancy of the President, the President shall appoint another active member to fill the vacancy, subject to the approval by the Board of Directors. Such appointment shall be limited to the remaining term of the vacant position.

### **Section 7. Resignation and Removal**

Resignations of Officers must be in writing and received by the President or the Board of Directors. An Officer may be removed for cause by a majority vote of the Board of Directors. Cause may include deliberate or extreme disregard for the By-Laws and other rules of the Club, gross misconduct or negligence with regard to the duties and responsibilities of the Officer's position, or other actions as may be defined by the Board of Directors. Such removal shall not affect the membership status or other rights of membership afforded to the removed Officer.

### **Section 7. Voting**

In all business matters presented to the Officers requiring a vote, each Officer shall have one vote.

## **ARTICLE V - COMMITTEES**

### **Section 1. Definition and Establishment of Committees**

The Board of Directors shall have the authority to establish standing and ad hoc committees to provide programs and services to the membership and facilitate the business of the Club. Each committee shall consist of one Committee Chair and various committee members, the number of which shall be determined by the Board as being sufficient to carry out the objectives and responsibilities of each given committee.

### **Section 2. Standing Committee**

The Club shall have the following standing Committees: Communications, Education, Ethics, Executive, Fundraising and Sponsorship, Shows and Events, and Youth and Youth Scholarship.

#### **Section 2(a). Communications Committee**

The Communications Committee shall be responsible for the collection, management, and distribution of all news and information regarding the Club to and from its members, Officers, Directors, and the general public. The committee shall develop and manage all official communications of the Club including flyers, brochures, newsletters, press releases, media inquiries, websites, and all other printed, recorded, and electronic media.

#### **Section 2(b). Education Committee**

The Education Committee shall be responsible for the development, promotion, operation, and management of educational programs and services to benefit and enhance the collective knowledge of the Club, its membership, and the general public. Programs and services include guest speakers, clinics/demonstrations, audio/visual or printed materials, barn or facility tours, and other educational resources.

#### **Section 2(c). Ethics Committee**

The Ethics Committee shall be responsible for receiving and investigating complaints made by active members with regard to the actions of other members, Officers, and Directors to determine if such actions are in violation of the By-Laws, rules or actions of the Board of Directors, or are not in the best interests of the Club. All such complaints

must be presented to the committee in writing. The committee will present its findings following each investigation to the Board of Directors for further action.

**Section 2(d). Executive Committee**

The Executive Committee is a standing administrative committee, and shall consist of all current Officers, Directors, and Committee Chairs of the Club, as well as other active members so designated by the Board of Directors. The President of the Club shall serve as the Committee Chair. The purpose of this committee shall be to provide assistance to the Board of Directors as the Board manages the policies, goals, and direction of the Club.

**Section 2(e). Fundraising and Sponsorship Committee**

The Fundraising and Sponsorship Committee shall be responsible for the development, promotion, operation, and management of all activities to raise funds to finance the Club's programs. Activities may include soliciting sponsorships from businesses and/or individuals, organizing and operating fundraising contests, raffles, auctions, sales, and similar events, and other such activities as may be approved by the Board of Directors.

**Section 2(f). Shows and Events Committee**

The Shows and Events Committee shall be responsible for the development, promotion, operation, and management of horse shows, riding clinics, playdays, trail rides, and other similar events.

**Section 2(g). Youth and Youth Scholarship Committee**

The Youth and Youth Scholarship Committee shall be responsible for the development, promotion, operation, and management of all programs and services the Club provides to all youth ages 17 and under, including the Youth Scholarship Program.

**Section 3. Ad Hoc Committees**

Ad Hoc or temporary committees may be created by the Board of Directors at any time and for any purpose that is in accordance with the purpose and goals of the Club. An ad hoc committee must be given a specific objective which must not conflict with the activities of any other standing or active ad hoc committee, and a finite period of time in which to operate.

**Section 4. Eligibility**

Any active member regardless of age may serve on a committee. Any active member ages eighteen or older may serve as a Committee Chair. Current Officers and Directors may also serve on a committee or as a Committee Chair.

**Section 5. Term of Service**

The term of a Committee Chair or committee member shall be one calendar year, commencing on January 1 of the year following appointment and ending on December 31. There shall be no limitation on the number of terms a person may serve as a Committee Chair or committee member.

**Section 6. Appointment to Committees**

The Board of Directors shall appoint Committee Chairs for all standing and ad hoc committees. Members may be nominated or volunteer to serve as a Committee Chair or committee member without nomination, subject to approval by the Board of Directors.

**Section 7. Vacancies**

In the event a Committee Chair's or committee member's position becomes vacant prior to the end of the current term, the President may appoint another active member to fill the vacancy, subject to approval by the Board of Directors. Such appointment shall be limited to the remainder of the current term of the vacant position.

**Section 8. Resignation and Removal**

Resignations of Committee Chairs and committee members must be in writing and received by the President or the Board of Directors. A Committee Chair or committee member may be removed for cause by a majority vote of the Board of Directors. Cause may include deliberate or extreme disregard for the By-Laws and other rules of the Club, gross misconduct or negligence with regard to the duties and responsibilities of the committee, or other actions as may be defined by the Board of Directors. Such removal shall not affect the membership status or other rights of membership afforded to the removed Committee Chair or committee member.

**Section 9. Voting**

In all business matters presented to a Committee requiring a vote, the Committee Chair and each committee member shall have one vote.

**ARTICLE VI - MEETINGS**

**Section 1(a). Membership Meetings**

The Club shall hold meetings of the membership for the purpose of receiving input from, and presenting information to, the members on the actions of the Board of Directors and Committees, presenting educational programs and offering entertainment for the benefit of all in attendance, and to transact other business that may be brought before the membership. These meetings shall be held no less than quarterly, and shall be conducted at a time and in a manner designated by the Board of Directors.

**Section 1(b). Board of Director Meetings**

The Board of Directors shall hold meetings for the purpose of managing the direction, policies and goals of the Club, and to transact any required Club business presented to the Board. These meetings shall be held whenever the business of the Club requires them but no less than quarterly, and shall be conducted at a time and in a manner designated by the Board of Directors. The Board may elect to hold Executive Committee Meetings in conjunction with or in the place of these meetings.

**Section 1(c). Committee Meetings**

With the exception of the Executive Committee, all standing and ad hoc committees shall hold meetings for the purpose of planning, developing, operating, and managing the

specific objectives assigned to them. These meetings shall be held whenever the business of a particular committee requires them but no less than quarterly, and shall be conducted at a time and in a manner designated by the individual Committee Chairs.

#### **Section 1(d). Executive Committee Meetings**

The Executive Committee shall hold meetings for the purpose of providing information and commentary to the Board of Directors regarding proposed or pending actions by the Board, and to receive the actions and decisions of the Board for distribution to the membership. These meetings shall be held whenever the business of the Club requires them but no less than quarterly, and shall be conducted at a time and in a manner designated by the Board of Directors.

#### **Section 1(e). Special Meetings**

A special meeting of the membership, Board of Directors, or any committee may be requested at any time by the President of the Board of Directors, and only for the purpose of addressing a specific issue or to transact business that cannot be handled during a regularly scheduled meeting due to scheduling or other constraints or requirements. Special meetings shall be held at a time and in a manner that will accommodate as many of the desired attendees as possible.

#### **Section 2. Meeting Methods**

Meetings shall be conducted in person at a single location whenever possible or practical. If meeting in person is not possible or practical due to time, inability to secure a meeting location, distance of attendees from a meeting location, conditions creating hazardous travel for attendees, or other similar circumstances, alternative methods for conducting the meeting may be used, including use of telephone conference calls and speakerphones, electronic services such as email, message boards, and instant message/chat room services, or other means that are available to all expected attendees.

#### **Section 3. Open Meetings**

Unless specifically announced in advance, all meetings of the Club are open to the general public and all members both active and inactive.

#### **Section 4. Quorums**

A majority of the number of Directors currently in office will constitute a quorum for conducting business at Board of Directors and Executive Committee meetings. The number of members required to constitute a quorum for conducting business at membership and all other committee meetings shall be the number of voting members present at the meeting.

#### **Section 5. Notice of Meetings**

Notice for all upcoming meetings shall be posted and distributed as far in advance as possible to allow all interested individuals ample time to make arrangements permitting them to attend.

## **Section 6. Meeting Agenda**

Whenever possible, an agenda listing the topics to be discussed and the order of program to be followed during the meeting shall be drafted and made available in advance to all attendees. All active members, Officers, and Directors may request or suggest topics or other items of business to be included on a meeting agenda. In lieu of a specific agenda tailored to the requirements of the meeting, the following general agenda shall be used:

- a. Call to Order
- b. Recording of Attendance
- c. Program or Presentation
- d. Reading and Approval of Minutes
- e. Committee Reports
- f. Old Business
- g. New Business
- h. General Discussion
- i. Adjourn

## **Section 7. Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.

## **Section 8. Conduct of Meeting Attendees**

Meeting attendees shall conduct themselves with civility and refrain from the use of vulgar or offensive language. Disruptive behavior shall not be tolerated and may result in removal from the meeting or other disciplinary action.

# **ARTICLE VII - INDEMNIFICATION AND INSURANCE**

## **Section 1. Indemnification**

To the fullest extent permitted by law, the Club shall indemnify and hold harmless all Officers, Directors, Committee Chairs, committee members, Contracted Service Providers, Event Volunteers, and other Club Staff and Employees against all claims arising out of any alleged or actual action or inaction in the good-faith performance of their duties. No member, Officer, Director, Committee Chair, committee member, Contracted Service Provider, Event Volunteer, or other Associated Staff and Employees shall be held personally or otherwise liable for any of the debts or obligations of the Club.

## **Section 2. Insurance**

The Club shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its members, Officers, Directors, Committee Chairs, committee members, Contracted Service Providers, Event Volunteers, and other Club Staff and Employees against any liability asserted against or incurred by these persons arising out of their status as such.

### **Section 3. Legal Notices**

As a Texas-based organization, and in accordance with the laws of Texas, the following legal notice shall be incorporated into the By-Laws of the Club, and shall appear on all show bills, registration forms, and similar documents that may be used for recording attendance at or participation in any Club activities involving horses within the State of Texas:

#### **WARNING**

UNDER TEXAS LAW (CHAPTER 87, CIVIL PRACTICES AND REMEDIES CODE), AN EQUINE PROFESSIONAL IS NOT LIABLE FOR AN INJURY OR DEATH OF A PARTICIPANT IN EQUINE ACTIVITIES RESULTING FROM THE INHERENT RISK OF EQUINE ACTIVITIES.

## **ARTICLE VIII - COMPENSATION AND EXPENSES**

### **Section 1. Compensation, Awards and Gifts**

No member, Officer, Director, Committee Chair, committee member, or Event Volunteer shall receive any salary or other monetary compensation in return for performing their duties. Such persons shall be allowed to receive non-monetary awards or gifts from the Club in recognition of their service, with the value of such awards or gifts to be determined by the Board of Directors.

### **Section 2. Paid Staff and Employees**

The Board of Directors shall be authorized to hire and maintain Contracted Service Providers and other compensated Staff and Employees as needed to assist with providing specific services to, or performing specific duties for, the Club.

### **Section 3. Expenses**

All members, Officers, Directors, Committee Chairs, committee members, Event Volunteers, and other Club Staff and Employees shall be entitled to receive compensation for goods and services purchased for or provided to the Club using personal funds. The Treasurer shall be authorized to issue payment from the Club's available funds for such expenses upon presentation of original or certified copies of invoices or register receipts clearly indicating the amount of the expenses incurred.

## **ARTICLE IX - AMENDMENTS**

### **Section 1. Authority to Amend**

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted upon the recommendation of the Board of Directors and by the majority vote of the membership in attendance at any regular or special meeting of the membership.

### **Section 2. Proposal of Amendments**

Any active member, Officer, or Director may propose amendments to these By-Laws. Such proposals shall be in writing and presented to the Board of Directors for consideration. The Board shall be charged to review all proposals received in a timely manner and report their decisions in writing.

## **ARTICLE X - DISBANDMENT**

### **Section 1. Authority and Process for Disbandment**

The Club may be disbanded at any time. To disband, a recommendation must first be unanimously approved by the Board of Directors. A special meeting of the membership must then be called by public notice within fourteen (14) calendar days for the single purpose of discussing and voting on the recommendation to disband. A recorded two-thirds (2/3) majority vote by the members in attendance shall be required for approval of the disbandment.

### **Section 2. Disposition of Assets**

If disbandment is approved by the membership, the Board of Directors shall immediately make all necessary arrangements for the donation of all Club funds and physical assets to one or more recognized equine non-profit organizations of the Board's choosing. Physical assets may be donated in whole or in part to the recipient organization(s), depending on their particular need for the assets, or they may be sold to individual members or the general public and the resulting proceeds donated instead. Any remaining assets of the Club that were unable to be sold or donated in this manner, as well as all Club records, shall then be disposed of by the Board using any means available.

### **Section 3. Final Disbandment**

Upon completion of the donation and/or disposal of Club funds and assets, the disbandment of the Club shall be declared final, and all Club officers, board members, committee chairs, committee members, and Club staff and employees shall be released of all remaining responsibilities and obligations to the Club.

