

**Bylaws**  
**Of**  
**Back Country Horsemen Arizona**  
(A Non-Profit Corporation)

**Article One**  
**Name**

The name of the organization shall be **Back Country Horsemen Arizona**, and may be referred to as **BCHAZ**.

**Article Two**  
**Purpose**

The corporation is organized for charitable and education purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article Three**  
**Mission**

- 1 . To perpetuate the common-sense use and enjoyment of horses in America's back country and wilderness and work to ensure the public lands remain open to recreational stock use.
- 2 . To assist various government and private agencies in their maintenance and management of said resources and to assist in the developing, designing, and advocating of horse trails that connect public and private trail resources.
- 3 . To educate, encourage, and solicit active volunteer participation and promote learning and training opportunities in the best practices for the sustainment and preservation of the back country resources by horsemen and the general public.
- 4 . To provide governmental agencies charged with the management and maintenance of public lands, with member volunteer work hours and to assist in the management of public trails and lands, to donate charitable funds in support of overall purposes, to undertake trail maintenance, to provide materials and supplies toward completion of public trail projects including other volunteer services and donations as needed and where and when feasible.
5. To foster and encourage the formation of new Back Country Horsemen's Organizations.

## **Article Four**

### **Board of Directors**

Section 1: The business of the organization shall be managed by a State Board of Directors comprised of no more than 2 members per Arizona chapter in good standing and no less than the President, Treasurer, and Secretary or Treasurer/Secretary who may be the same person. The President, Treasurer, and Secretary shall be known as the "initial board." The Board is responsible for maintaining the overall policy and direction of the organization. Board members shall receive no compensation for their service on the Board. All Board members have voting privileges.

Section 2: The initial board of directors shall cause to be elected 2 members, recommending to be a board member, from each Arizona chapter in good standing, and 2 directors plus one alternate representative for national business. In the event that a regular Director's absence becomes permanent, a replacement Director will be nominated and voted in to serve the balance of the replaced Director's term. Terms will be two years and eligible for re-election for another two year term. Terms will run on a calendar year.

Section 3: It is recommended that the directors serve staggered terms.

Section 4: It is recommended that the Board of Directors meet quarterly, but may meet as often as necessary to conduct the business of the organization. Notice of meetings shall be sent to all Board of Directors by the Secretary. These notices shall contain the known business agenda; however, other items of business may be added to the agenda at the time of the meeting. Meetings may be conducted virtually (in ZOOM) or equivalent. Guests may attend the meetings.

Section 5: Annual Meeting: The Board of Directors shall hold an annual meeting during the month of January each year. The purpose of the Annual Meeting shall be to elect or re-elect Officers, Directors and National Director(s) and the one alternate National Director and such other business as may be appropriately conducted.

Section 6: All Board members have a responsibility to carry out their duties and attend meetings. If a Board member is unable to perform as a Director or Officer or has a conflict of interest, the Board member may be asked to resign or removed by a two-thirds vote.

## **Article Five**

### **Powers and Duties**

Section 1: The State Board of Directors shall have the power to take any action consistent with the by-laws and/or any duly enacted resolution of the Back Country Horsemen Arizona. Resolutions are the method by which Back Country Horsemen Arizona takes a formal position on a matter. Any Officer or Director may submit a resolution. The board of directors may consider, amend, deny, table, or approve a resolution. A resolution approved by the board of directors shall become official as approved.

Section 2: The State Board of Directors shall be charged with the duties of distributing pertinent information, providing a clearing house for actions and ideas, and representing the state

organization on a national scale. It shall assist and coordinate with local chapters in their efforts and provide help and direction.

## **Article Six** **Officers and Duties**

Section 1: It is recommended that the Officers of the Board of Directors consist of the President, Vice President, Secretary and Treasurer, and such other officers as the assembled Board members shall create. Officers may serve more than two consecutive terms in the same position. Officers and Director(s) shall assume office at the conclusion of the meeting at which they are elected.

Section 2: All Officers have voting privileges.

Section 3: The President shall be the chief administrative officer of the Back Country Horsemen Arizona, whose main responsibility is to provide leadership to the organization. Duties include:

- a. Serve as the official spokesman for the Back Country Horsemen Arizona.
- b. Authorize BCHAZ statements having state significance.
- c. Sign all official Back Country Horsemen Arizona documents.
- d. Delegate duties and responsibilities.
- e. Establish lines of communication with other BCHA entities.
- f. Provide direction/assistance to chapters.
- g. Preside over all assembled meetings of the Board of Directors.
- h. Assist the Board of Directors, committees, and chapters in developing and maintaining sound financial practices.
- i. Create committees and appoint committee chairs subject to Board approval.
- j. Delegate responsibility to committees.
- k. Serve as ex-officio on all committees.
- l. And such other duties as normal to the office of the President.

Section 4: The Vice President's duties include:

- a. Assist the President and assume duties of the President when the President is absent.
- b. Be responsible for new chapter expansion and may create a committee for such purposes subject to board approval.

- c. Be responsible for the collection of all volunteer hours and the reporting of such to the National Executive Secretary or other appropriate National officers.
- d. And such other duties as normal to the office of the Vice President.

Section 5: The Secretary's duties include:

- a. Record and permanently file the minutes of all State Board of Directors meetings.
- b. Furnish copies of these minutes to the State Board of Directors.
- c. Assist the President in preparing agendas for all assembled meetings of the Board of Directors.
- d. Furnish Board of Directors with a current list of officers and directors from all chapters.
- e. Assist chapters in submitting to the Executive Secretary of the Back Country Horsemen of America a list of chapter members. This list shall include the members' mailing addresses for the national newsletter.
- f. Send notice of all meetings to the Board of Directors and Officers.
- g. And such other duties as normal to the office of the Secretary.

Section 6: The Treasurer's duties include:

- a. The Treasurer shall safeguard all monies relative to the Back Country Horsemen Arizona.
- b. Develop and maintain a system of accounting to include records of income, expenses, and the disbursement of all monies.
- c. Provide financial reports – balance sheets and statements of operation – to the Board of Directors at all assembled meetings or as required by the Board.
- d. Participate in the creation of all budgets and audits.
- e. File annually all appropriate state non-profit and corporate forms and make appropriate Internal Revenue reports.
- f. One signature is required on checks or debit card transactions. All expense transactions need to be in the budget or approved by the board.
- g. Receive dues from chapters and forward National dues to the Executive Secretary of Back Country Horsemen of America by January 31st of each year.
- h. Prepare and obtain approval of an annual balanced budget.

i. And such other duties as normal to the office of the Treasurer.

Section 7: Officers of Back Country Horsemen Arizona may be removed by a two-thirds vote of the Board of Directors of Back Country Horsemen Arizona. Notice of the proposed action must be sent to all Board of Directors, 30 days in advance of the proposed action.

## **Article Seven**

### **Administrative Support Duties**

Section 1: Chapters may be formed within the state by submitting an application to the Board of Directors of Back Country Horsemen Arizona to assist them in the process to become an Arizona chapter of Back Country Horsemen of America and any requirements as stated in Article Two.

Section 2: The chapter application must include:

The name which must include the wording "Chapter" of the "Back Country Horsemen".

A copy of the chapter's adopted by-laws and/or constitution and/or articles of incorporation

A list of officers plus 3 Directors (state representative) and 1 Alternate Director, Membership of at least 15 memberships (single and/or family) with Application dues (annual dues for 1 year as established by Back Country Horsemen of America plus administrative fee established by Back Country Horsemen Arizona) to be submitted to Back Country Horsemen Arizona. Back Country Horsemen Arizona shall use its fees to support its purpose and forward annual dues to Back Country Horsemen of America.

Section 3: Application as a chapter must be approved by a majority vote of the Board of Directors of Back Country Horsemen Arizona at an assembled meeting in order to be established.

Section 4: Chapter affiliation with Back Country Horsemen Arizona may be recommended to be revoked by the Board of Directors of Back Country Horsemen Arizona for conduct by the chapter or its members on behalf of the chapter, which is contrary to the mission of the Back Country Horsemen of America or adversely reflects on the integrity of the organization. Revocation recommendation shall be by a three-fourths vote of the Board of Directors in attendance at an assembled meeting. Notice of the proposed revocation vote shall be made to all Board members 30 days prior to the vote. A revoked chapter's right to use the name, "Back Country Horsemen" or similar name in any way, will terminate.

## **Article Eight**

### **National Directors**

Section 1: The Back Country Horsemen Arizona is entitled to two voting directors on the National Board of Directors of Back Country Horsemen of America; therefore, the state organization shall select two National Directors to represent Arizona and the alternate shall preferably be member of the Board; or may serve ex-officio. To maintain continuity on the National Board, it is recommended that National Directors serve staggered two-year terms. It is recommended that no two National Directors be selected from the same chapter.

Section 2: Directors and alternates to the National Board must have a willingness and desire to attend and actively participate in the National Board meeting with some or all of the expenses to be

borne by the individual. Serving multiple terms as a National Director is encouraged by National for continuity and seniority on national committees.

## **Article Nine** **Committees**

Section 1: The Board of Directors shall create committees or activities to accomplish the mission of the state organization.

Section 2: Committee chairmen shall be appointed by the President with approval by the Board of Directors. Vacancies of a committee chairman shall be filled by appointment by the State President. It is recommended the following committees be formed: Public Lands, Publicity/Media, Education, Support/Expansion, Service/Volunteer Hours, Finance, Health and Safety. Back Country Horsemen of America (National) strongly suggests that every state have a standing Public Lands/Legislative Committee.

## **Article Ten** **Finances**

Section 1: All expenses of chapter delegates/directors to the state Board of Directors shall be borne by the individual. The director's home chapter may provide financial assistance at rates set by the chapter.

Section 2: Expenses of Officers and or Directors for conducting the business of the Back Country Horsemen Arizona shall be reimbursed if approved in the annual budget or by majority vote of the Board of Directors.

Section 3: The state organization may provide financial assistance, all or in part, to the voting delegates attending the national Board of Directors meeting. The amount of financial assistance shall be determined by the amount in the annual budget or by majority vote of the State Board of Directors. Local chapters or individuals may be provide financial assistance in addition to the State.

Section 4: The State Treasurer shall with the assistance of the State President prepare an annual balanced budget which must then be approved before expenditures are made.

## **Article Eleven** **Private Property**

The corporation shall have no shareholders and no capital stock shall be authorized or issued. The private property of the Directors, Officers and agents of the corporation will be exempt from liability for corporate acts, debts, liabilities or obligations.

## **Article Twelve** **Indemnification**

The Board of Directors and Officers shall have all rights of indemnification to the fullest extent possible in accordance with and subject only to the provisions and limitations of A.R.S. §§10-3851, 3852 & 3856. No officer or director of the corporation shall be personally liable to the corporation

for monetary damages for breach of fiduciary duty as officer or director, to the fullest extent possible in accordance with, and subject only to the provisions and limitations of, A.R.S. §§10-3851, 3852 & 3856.

### **Article Thirteen** **Amendments**



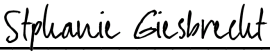

These by-laws may be amended, repealed, or new sections added by a majority vote of the Board of Directors at an assembled meeting. There is no limit to reconsidering an amendment.

### **Article Fourteen** **Liquidation, Dissolution, or Termination**

Upon the dissolution of the corporation, assets shall be distributed 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 federal tax code. In the event of the dissolution of the BACK COUNTRY HORSEMEN ARIZONA, the Board of Directors, after paying or making provisions for payment of all liabilities of the corporation, shall dispose of all remaining assets to the Back Country Horsemen of America, a 501(c)(3) qualified organization PO Box 1182, Columbia Falls, MT 59912-1182

### **Article Fifteen** **Adoption**

These by-laws ratified and adopted effective as of last date signed as initial Board:

DocuSigned by:  33BBE0312262427...	Date <u>7/21/2024</u>
Shirley Righi President, Back Country Horsemen Arizona	
Signed by:  01001719690410...	Date <u>7/20/2024</u>
Craig Ferdig Vice President, Back Country Horsemen Arizona	
Signed by:  D186F5A3885A43D...	Date <u>7/21/2024</u>
Stephanie Giesbrecht Secretary, Back Country Horsemen Arizona	
DocuSigned by:  03FAD0387E2E4A3...	Date <u>7/20/2024</u>
Joan Bouck Treasurer, Back Country Horsemen Arizona	