

AMENDED AND RESTATED BYLAWS
OF THE
BRAZOS VALLEY DRIVING AND RIDING CLUB

ARTICLE I: Name and Location

The name of this organization shall be the Brazos Valley Driving and Riding Club, a non-profit organization operating in and around the Brazos Valley area, and hereafter referred to as the Club. Offices of the Club shall be located within Brazos County and surrounding locations as determined by the Board of Directors. The Club will incorporate according to the laws of the State of Texas at such time as the Board of Directors deems it necessary.

ARTICLE II: Purposes

The purposes for which the Club is organized are as follows:

- To provide equine driving and riding activities in the Brazos Valley area;
- To provide educational opportunities to exchange ideas and information pertaining to driving and riding;
- To provide funding for carrying out the activities of this Club, including such benevolent pursuits as may be approved by the Board of Directors and the Members;
- To perform such other activities as necessary to accomplish the objectives of this Club.

ARTICLE III: Membership and Voting

Section 1. Classes of Membership:

There shall be one (1) class of membership, defined as follows:

Club - may be held jointly by up to two (2) adults and all minor children residing at the same address who own or are interested in driving equines or riding. Each club membership is entitled to two votes, to be exercised by two and only two adult members 18 years of age or older. The persons exercising the voting right may also hold elective offices in the Club and shall be entitled to all rights and privileges as determined by the Board of Directors.

Amended 2/14/09 to add a 2nd class called *Junior Membership*: open to a person under 18, to be sponsored by an adult member of BVDRC for an annual fee of \$5.00. Juniors are non-voting members.

Section 2. Removal

The Board of Directors for cause may remove members from membership by two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after the member has been advised of any complaint against him/her and has been given reasonable opportunity for defense. Such member, if removed by the Board, may appeal the decision at the next board meeting. Notice of intent to appeal must be presented to the President in writing at least ten (10) days in advance of the meeting.

Section 3. Resignation:

Any member may resign at any time by filing a written resignation with the President, but such resignation shall not relieve the member of the obligation to pay any dues or other charges previously accrued and unpaid at the time of his resignation.

ARTICLE IV: Dues

Section 1. Establishment of Dues:

The Board of Directors shall establish dues and fees. The membership year is January 1 through December 31. Dues shall be payable with membership applications annually. Any changes to the dues structure approved by the Board of Directors shall take effect on January 1 of the following year.

Section 2. Delinquency and Cancellation:

Dues are payable on or before January 1 for the coming year. Any member whose dues are not paid on or before February 15 shall be considered delinquent and is suspended from Club activities and voting rights. Any member whose dues are not paid by the last day of February of the membership year shall have his/her Club membership revoked, and his/her name removed from the membership roster until such time as the dues are paid in full for the current membership year.

Section 3. Refunds:

No dues shall be refunded to any member whose membership is terminated for any reason.

ARTICLE V: Board of Directors

The Board of Directors may make decisions and conduct business in addition to matters addressed by the membership.

Only dues-paid Adult members of the Club may be elected to the Board. The Board shall consist of seven (7) members. The elected Executive Officers of the Club shall become automatic members of the Board, with the remaining Directors elected from the membership in at-large positions. A Director may succeed him/herself in office and there is no limit on the number of terms a person may serve on the Board. The term of office for the Board of Directors is one year. A Director may be removed from the Board for *cause*, such as non-participation, or non-payment of dues. The remaining Board members shall fill any vacancy by a two-thirds vote for the remainder of the term of office.

ARTICLE VI: Executive Officers

The officers shall consist of a President, Vice-President, Secretary and Treasurer. Officers shall be elected from the Adult members of the Club, and shall be members of the Board of Directors during their term of office. The Officers shall be elected in the manner specified in Article VII, Election of Officers and Directors, and shall serve for a period of one year.

Section 1. The President:

The President shall be the chief executive officer of the Club, shall preside at all meetings of the Directors, shall manage the business of the Club, shall see that all orders of the Board are carried out, shall execute all contracts and agreements authorized by the Board, shall be a member of all committees, and shall have general powers and duties of supervision and management usually vested in the office of President.

Section 2. The Vice-President:

The Vice-president shall be vested with all powers and duties of the President in his/her absence, and shall perform such other duties as may be set forth by the Board of Directors.

Section 3. The Secretary:

The Secretary shall perform the duties usually assigned to the secretary of any organization, shall attend meetings and keep the Minutes of the proceedings of all meetings in a book intended for that purpose, shall solicit nominations for Officer Elections, and issue notice of nominations received for Officer Elections, and shall perform such other duties as may be assigned by the Board of Directors.

Section 4. The Treasurer:

The Treasurer shall perform such duties usually assigned to the treasurer of any organization, shall keep full and accurate account of all receipts and disbursements, the deposit of money and other valuable effects to the credit of the Club, and in such depository as may be designated by the Board of Directors.

The Treasurer shall receive all dues from members and be responsible for the deposit of such monies in the Club account.

The Treasurer shall disburse Club funds as may be ordered by the Board of Directors or the President, taking proper receipts for such disbursements, and shall render to the President and Directors at each regular meeting or whenever the board requires it, an accurate account of all transactions and the financial condition of the Club, and shall further render a statement of the financial condition of the Club at the first annual meeting of the members.

Section 5. Vacancy of Executive Office:

In the event of a vacancy of any Executive office, a successor shall be chosen by two-thirds vote of the Board of Directors to complete the term of office.

ARTICLE VII: Election of Officers and Directors

Section 1. Nominations:

Nominations must be submitted to the Secretary, and the Secretary may solicit nominations. The Secretary shall publish and send to each Club member a list of nominees for Executive Officers and the Board of Directors two (2) weeks before the election. Each nominee shall have been contacted and agreed to serve. Nominations from the floor at the Election Meeting shall be allowed.

Section 2. Voting:

Voting for the Officers and Directors shall occur at the annual Election Meeting, with adult members over the age of 18 and in good standing eligible to vote.

Section 3. Voting in Absentia:

Members who are unable to attend the Election Meeting may vote by mail or by e-mail. Such votes must be received by the secretary 1 week before the meeting.

ARTICLE VIII: Meetings of the Members and Directors

Section 1. Regular Meetings:

Regular meetings shall be held once a month or as deemed necessary by the Board of Directors. All matters of policy changes, rules changes or expenditures of money greater than \$500, other than normal operating expenses, shall require ratification of the Club Membership. Prior notification of intent to vote on these matters must be provided at least 3 days in advance. A majority of the members responding and eligible to vote shall be required to pass any measure unless otherwise stipulated in the bylaws or by decision of the Board of Directors.

Section 2. Special Meetings:

Special meetings of the Directors or the Club may be called at

any time by the President or by a majority of the Board of Directors. Notice of special meetings shall be given at least three (3) days prior to such meetings.

Section 3. Rules of Order:

The meetings and proceedings of this Club shall be guided by *Roberts' Rules of Order, Revised*, for parliamentary procedure, except as otherwise provided in these By-Laws.

ARTICLE X: Committees

The Club shall form such committees as may be considered useful by the Board of Directors. Such committees shall have powers, duties and obligations as assigned by the Board. The Board may appoint chairpersons of such committees.

ARTICLE XI: Amendments

The Board shall present all proposed amendments of the Bylaws to the membership with or without recommendation.

ARTICLE XII: Dissolution

The Club shall use its funds solely to accomplish the purposes specified in these By-Laws, and no part of said funds shall be distributed to individual members of the Club. Upon dissolution of the Club, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations selected by the Board of Directors.

AMENDED AND RESTATED BYLAWS
OF
BRAZOS VALLEY DRIVING AND RIDING CLUB

IN WITNESS WHEREOF, the undersigned, being the Officers of the Brazos Valley Driving and Riding Club, hereby declare their adoption of the foregoing Amended and Restated Bylaws of the Club as of the date first set forth below.

Effective Date: January 1st, 2008

Signatures:

President:

Vice President:

Secretary:

Treasurer:

