

BYLAWS OF APPLEATCHEE RIDERS ASSOCIATION
REVISED NOVEMBER 20, 2000

ARTICLE I – MEMBERS

SECTION 1

Membership in this organization shall consist of (1) Associate membership, (2) Active memberships, limited to 140 members, not including Life memberships, and (3) Sponsored memberships.

An associate membership shall entitle the holder to all privileges of club ground use. Memberships consist of:

- a. Family group: A family group shall consist of a man and wife, or parent or parents, with children or child under the age of 21 years, residing in said household.
- b. Individual membership: Individual members must be eighteen years or older.
- c. Sponsored membership: Upon request and approval by the Board on a case by case basis, certain individuals under the age of eighteen whose parents cannot or will not join may request sponsorship through an active individual or family group. Each such request is to be decided on the specific merit of the circumstances. If an individual member sponsors a person they must first upgrade their membership to a family membership. The person who is being sponsored must have a signed, notarized release by their legal guardian before approval.

Associate members become eligible for active membership status after a trial period or a minimum of one year. As vacancies become available in the active membership, the names of the associate members who are at the top of the waiting list will be contacted about being considered for active membership, and if willing to accept the responsibilities, will be presented to the Board for individual consideration and possible approval as active members. Any individual of a family in good standing, upon reaching the age of eighteen or anytime thereafter until reaching the age of twenty-one may, without application or approval and without payment of initiation fees, become an associate member upon payment of annual dues. These children who have been on family memberships for at three years, applied independently as associate members, and have been associate members in good standing for one year, will be placed at the bottom of a separate waiting list of eligible youth associate members. As vacancies occur in the active memberships, these youth will immediately be considered for inclusion in the active membership of the club. If they are willing to accept the additional responsibilities of active membership, the Board will consider them for active membership status on a case by case basis.

Active membership shall entitle the holder to all the privileges and responsibilities of an associate member plus vote franchise and an equity in club ownership. Active membership status may be terminated by a vote of the Board of Trustees at any regular board meeting if said active membership fails to fulfill the responsibilities of an active membership by not attending a minimum of one in three consecutive special or general meetings of the membership and exercising their vote franchise. The terminated active membership with the same rights and privileges of the use of the grounds, with no voting franchise and no equity in the club ownership. The membership would be placed at the bottom of the current list of associate members waiting to become active members.

SECTION 2

Membership in this organization may be granted to any person who, upon written application (endorsed by two active members in good standing) is presented to and approved by the general manager. Approval of any applicant shall be in conformance with the policies and guidelines authorized by the Board of Trustees.

SECTION 3

Membership *shall* be terminated by death of a member, by written resignation presented to the Secretary, or by vote of majority of the Board of Trustees for any other following causes: (a) Nonpayment of annual dues and/or non fulfillment of mandatory service hours. (b) Conduct directly and seriously *detrimental* to the welfare of the organization as such, provided that before termination of a membership for such a cause, the offending member shall be given an opportunity to be heard before a board meeting and provided further, that a prorated refund of the current year's dues shall be rendered with the request of resignation, and if not accepted shall accompany the notice of termination of membership. The offending member will be given an opportunity to resign voluntarily.

SECTION 4

Upon termination of membership as provided by Article 1, Section 3 and Article II, Section 3 of the Bylaws, all rights and privileges of memberships shall cease and all rights interest in any and all of the property and assets of the corporation shall be forfeited and shall absolutely cease and terminate, and no member shall receive, or be entitled to receive, upon termination of his membership any reimbursement whatsoever for any interest which he may have in corporate property by reason of such membership.

ARTICLE II – DUES

SECTION 1

An initiation fee of \$100.00 dollars shall be paid by each new member. Such initiation fee shall be in addition to the membership dues for the current year and in non-refundable.

A release form shall be signed by all individuals and/or members of family prior to club memberships being issued and taking effect each year.

SECTION 2

Annual dues for membership and mandatory service quotas shall be set forth by the Board with approval of the membership and payable as follows: The full amount is due January 1st, current year. Late fee of 20% of annual dues shall be assessed on February 1st, current year. New persons joining after June 30th shall pay 50% of the annual dues and will be responsible for 50% of the mandatory service hours. All service hours must be completed by December 31st, current year of all membership privileges will be terminated.

SECTION 3

Any member who fails to pay dues as provided herein or within 30 days after due date shall be suspended from the privileges of membership. The 1st day of March, if annual dues are not paid, the members will be terminated as a member and will have to apply as a new member and be approved.

SECTION 4

If the organization is unable to pay its current financial obligations, the Board may, with the approval of the active membership, collect an assessment from the members. Assessment proposals shall include the types of membership affected, amount of assessment, and due date of payment. Any member who fails to pay the assessment within 30 days after the due date shall be suspended from the privileges of membership until such assessment is paid.

SECTION 5

The fiscal year shall be January 1st through December 31st.

ARTICLE III – MEETINGS

SECTION 1

The annual meeting shall be held late in November of each year. Notice of the time and place of such meeting shall be given *in writing* to all members in good standing at least ten days prior to the date of such meeting. For purpose of this Section, such notice shall be effective if mailed at least ten day prior to the date of such meeting.

SECTION 2

Special meeting of the members may be called at any time by the vote of a majority of the Board of Trustees or by the Secretary upon the request of 10% of the active voting members. Notice of such meeting and the purpose for which it is called shall be given by the Secretary to all members in good standing at least ten days prior to the date of such meeting.

SECTION 3

Forty percent (40%) of the active members of the Corporation in good standing shall constitute a quorum for any regular or special meeting of the members. General actions of the members must be approved by a majority of the active members present at a meeting; provided, however, actions to remove an officer or trustee, to merge, dissolve, or sell substantially all the assets of the Corporation must be approved by a vote of two-thirds (2/3rds) of the active members of the Corporation.

SECTION 4

Each active membership shall be entitled to one vote at any and all elections and meetings of members.

SECTION 5

Robert's Rules of Order, as revised shall govern the procedure in all meetings of the corporation.

SECTION 6

Annual Meeting – Order of Business. At the annual meeting of members, the order of business shall be as follows:

- a. Calling the meeting to order;
- b. Reading the minutes of the last annual meeting;
- c. Reports of officers;
- d. Reports of committees; and
- e. Miscellaneous business.

ARTICLE IV - OFFICERS AND TRUSTEES

SECTION 1

The officers of the corporation shall be a President, Vice-President, a Secretary, a Treasurer, a Sergeant at Arms, and the *immediate* Past-President.

SECTION 2

The affairs of the corporation shall be managed by a board of twelve trustees consisting of the officers named in Section 1 hereof and six other trustees. *The board may hire a manager to run day-to-day affairs.* The officers shall be elected from the active membership at the annual November meeting and shall serve for one year until their successors are duly elected and qualified. The trustees shall be elected from the active membership at the annual November meeting. At each successive November meeting two trustees shall be elected for a three year term until their successors are duly elected and qualified. Any officer or trustee unexcused from three regular scheduled board meetings will be asked to resign his position immediately, and a replacement will be appointed by the President and the Board of Trustees to fill the position for the remainder of the current year. The position will then be refilled by election at the annual November meeting.

SECTION 3

So long as there is any other member qualified as a hereinafter provided, no officer or trustee shall hold the same office for more than two consecutive terms.

SECTION 4

The provisions of Article IV, Section 3, restricting an officer or trustee from holding the same office for no more than two consecutive terms, may be waived at any general meeting of members at which a quorum is present, by vote of a *majority* of the active members of the Corporation.

SECTION 5

In order for a member to be qualified as President, he or she must have been an active member in good standing for the past four (4) years.

ARTICLE V

SECTION 1

The Board of Trustees shall have the general management, supervision and direction of the properties and affairs of the corporation. The Board of Trustees and officers as remuneration for the services, shall be relieved of payment of annual dues for the year(s) in which the will serve on the board.

SECTION 2

Notice of all meetings of the Board of Trustees shall be given to each trustee by three (3) days prior notice by letter, by telephone or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting. For purposes of this Section, such notice shall be effective if mailed at least three days prior to the date of such meeting.

SECTION 3

A majority of the whole Board of Trustees shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Actions of the Board shall be valid upon approval by a majority of the Board members present at any meeting at which a quorum is present.

SECTION 4

Attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting. A waiver of notice signed by trustee or trustees, whether before or after the time stated for the meeting, shall be equivalent to the giving notice.

SECTION 5

Any action required or permitted to be taken at a meeting of the trustees, may be taken without a meeting written consent setting forth the action so to be taken, signed by all of the trustees. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after is has been taken, either at a meeting of trustees or by a unanimous written consent.

SECTION 6

It shall be the duty of the President to preside at all meetings of the Board of Trustees and to perform generally all duties incident to the office of President. He shall have the power to appoint such committees as he may deem necessary from time to time.

SECTION 7

The duties and powers of the President shall devolve upon the Vice-President during the absence of the President. The Vice-President shall at all times assist the President in the performance of his duties.

SECTION 8

It shall be the duty of the Secretary to keep a record of all meetings of the Board of Trustees. He shall report to the members annually on proceedings of the Board of Trustees and upon the activities of the corporation.

SECTION 9

It shall be the duty of the Treasurer to keep adequate and complete books of accounts, and have charge and custody of the funds of the corporation and pay out the same when directed to do so by the Board of Trustees. He shall make a complete report to members annually upon the financial affairs of the corporation and account for all the funds coming into his possession. He shall deliver all funds and records to his successor within ten day after the beginning of the fiscal year.

SECTION 10

The Board of Trustees is authorized to manage both the maintenance and the operation of *the Corporation*, and to manage capital improvements *all* in accordance *with* budgets as approved by the membership. The Trustees can also authorize expenditures *not included within the budget* not to exceed \$10,000.00 at any one time. Divisions must have Board approval form any expenditures exceeding \$2,000.00.

SECTION 11

In each fiscal year the books shall be reviewed by the club's current CPA to certify the incoming Board of Trustees that such books are in order.

ARTICLE VI - ELECTIONS

SECTION 1

All officers and trustees shall be elected at the annual November meeting and take office the first of January.

SECTION 2

Prior to each November meeting, the Board of Trustees shall appoint a nomination committee for the various offices and Trustee positions. The names of such nominees shall be placed upon the ballot to be used in the election. After the nominees of the nominating committee have been placed before the members, the President shall call for the nominations from the floor.

SECTION 3

All voting for officers and Trustees of the organization shall be secret ballot, and shall be by separate vote for each position, although all positions and candidates may be combined on one ballot sheet for convenience of voting. A majority of the active members in attendance at a meeting at which a quorum is present shall be required to elect.

SECTION 4

Only active members in good standing whose dues are paid in accordance with these Bylaws shall be eligible to vote at any election or for any matter.

SECTION 5

All vacancies in the Board whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Trustees. A trustee elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

SECTION 6

Any officer or Trustee may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the active members of the Corporation.

ARTICLE VII – FINANCES

SECTION 1

All checks and drafts upon the corporation's funds shall be signed the President, Vice-President, Secretary or Treasurer and countersigned by two of the above on checks and drafts over the amount of \$5,000.00

SECTION 2

Promissory notes, debentures, bonds or other evidence of indebtedness of the corporation shall be signed by the President or Vice-President and attested by the Secretary when properly authorized by the Board of Trustees, and when so signed shall be binding upon the corporation.

SECTION 3

Contracts, deeds, bills of sale, mortgages, pledges, and other instruments conveying or creating a charge or lien upon the property or assets of the corporation shall be signed by the president or Vice-President and attested by the Secretary when properly authorized by the Board of Trustees, and when signed shall be binding upon the corporation.

SECTION 4

Endowment Fund

The corporation has established a separate Endowment fund (Rainy Day Fund) to provide capital and long term financial stability for Appleatchee Riders Association. The purposes of the Endowment fund are to ensure that Appleatchee Riders Association will have capital assets for future expansions and property acquisitions and to maintain the capital structure of Appleatchee.

The corporation's earnings and profits shall be allocated to this investment fund as necessary to maintain the principle of the fund as much as possible the day to

day operations of Appleatchee shall be fully funded by member dues and revenues from outside sources.

Any excess earnings and profits remaining at the end of any fiscal year may be allocated to the Endowment Fund in the discretion of the Board of Trustees.

Investment of this fund shall be directed by the Board of Trustees and general investment plans must be approved by the members at the annual meeting as provided below.

The Endowment Fund shall be reviewed annually in November by the general membership and written plan adopted for more specific appropriation and spending plans. The Board of Trustees shall review the plans monthly. The Board of Trustees may make reasonable and necessary changes to the plans, and those changes by the Board shall be approved or modified by the general membership at each annual membership review.

Regarding actual spending by the Board, Article V, Section 10 shall apply. The Plans shall be attached to the general membership meeting minutes showing the approved appropriation and any spending of each account in the Endowment Fund. At every November membership meeting, parameters for investments of each account the Endowment Fund shall be reviewed by the general membership.

SECTION 5

As part of the annual general membership meeting to elect officers, the Board of Trustees shall present and explain the upcoming years anticipated operation and maintenance budget, detailing anticipated expenses and revenue for that calendar year and furthermore obtain approval for said budget *from* the general membership.

ARTICLE VIII - AMENDMENT OF BYLAWS

SECTION 1

These Bylaws be amended at any meeting of the members by a vote of Forty percent (40%) of the active members of the Corporation in good standing; provided, however that any Bylaws provision calling for a vote of two-thirds (2/3) of the active members of the Corporation; and provided, further, that the proposed amendment is presented in writing and read by the Secretary. All proposed amendments to be in the hands of the members at least ten days prior to the meeting for voting on said amendment.

ARTICLE IX – INDEMNIFICATION OF TRUSTEES AND OFFICERS

SECTION 1

To the fullest extent permitted under RCW 24.03.035 (14) and RCW 23b.08.510-.600, as now existing or hereafter amended, Appleatchee Riders Association (the “Corporation “) shall indemnify any person made a party to any proceedings by reason of the fact that he or she is or was a trustee, officer, employees, or agent of the Corporation against judgments, penalties, fines, settlements, and reasonable expenses incurred by such person in connection with such proceedings.