

Final Version  
Approved by BCHC, Inc. Directors  
March 9, 2001  
Madera, CA

## **BYLAWS OF THE BACKCOUNTRY HORSEMEN OF CALIFORNIA, INC.**

### **ARTICLE I**

#### **NAME**

The name of this organization shall be the Backcountry Horsemen of California Incorporated, hereinafter referred to as BCHC, Inc. and shall be incorporated under the laws of California as a non-profit public benefit corporation. This corporation is organized and operated exclusively for social welfare purposes within the meaning of Section 501(c) (4) of the Internal Revenue Code. The governing body of the BCHC, Inc. shall be named the State Board of Directors, hereinafter referred to as State Board or BCHC, Inc. Directors.

### **ARTICLE II**

#### **OBJECTIVES AND PURPOSE**

- ~~§§~~ To improve and promote the use, care and development of California backcountry trails, campsites, streams and meadows; to advocate good trail manners.
- ~~§§~~ To promote the conservation and utilization of our backcountry resources in concert with livestock transportation.
- ~~§§~~ To keep the backcountry trails and forage areas open to horsemen on all public lands.
- ~~§§~~ To keep current information before the Corporation membership and its local Units regarding new legislation or management plans related to government regulations of the backcountry.
- ~~§§~~ To support or oppose new proposals, plans and restrictions as related to the interest of horsemen and those persons interested in recreational stock use and enjoying the backcountry.
- ~~§§~~ To promote the interest of people who, due to health or physical factors, need transportation other than by foot on backcountry trails.
- ~~§§~~ To promote public awareness and interest in the historical aspect of horsemen and stock in the backcountry and to help educate backcountry users on ways to use the trail and forage in a manner that conserves the backcountry resources.
- ~~§§~~ To assist in keeping the public informed of the vital need for a clean backcountry.
- ~~§§~~ To promote a working relationship with and keep the work and interests of the Corporation before our local, state and federal officials.
- ~~§§~~ To assist in the formation and continuation of local Units to carry out these purposes.

### **ARTICLE III**

#### **OFFICE AND LOCATION**

The principal office of the BCHC, Inc. for the transaction of its business is located in the City of Bakersfield in the County of Kern, California, located at 3120 Hosking Avenue, P.O. Box 40007, Bakersfield, CA 93384-0007.

The Board of Directors is hereby granted full power and authority to change the principal office of the BCHC, Inc. from one location to another in any county in California and notify all BCHC, Inc. Units in writing within 30 days of such action. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

## ARTICLE IV

### MEMBERS AND LOCAL UNIT STRUCTURE

#### Section 1

#### MEMBERS

BCHC, Inc. has no members but shall have several classes of Unit members.

Classes of memberships are:

**INDIVIDUAL** Membership is defined as meaning only one person over the age of 18 years. An Individual Member is entitled to one vote.

**FAMILY** Membership is defined as individuals within one family unit residing at a single residence. Each Family Membership is entitled to two votes.

**BENEFACTOR** Membership is defined as a person or family unit. These memberships will be recognized with a plaque. Each Benefactor Membership is entitled to one vote per adult member; maximum of two votes.

**PATRON** Membership is defined as a person or family unit. These memberships will be recognized with a plaque. Each Patron Membership is entitled to one vote per adult member; maximum of two votes.

**MT. WHITNEY** Membership is defined as a person or family unit. These memberships will be recognized with a plaque. Each Mt. Whitney Membership is entitled to one vote per adult member; maximum of two votes.

**ASSOCIATE** Membership is defined as a person or family unit whose Parent Membership is either an Individual, Family, Benefactor, Patron or Mt. Whitney in one Unit, but wishes to be affiliated simultaneously with another Unit or Units. An Associate Member may vote only in his/her primary Unit. Associate Memberships shall be granted only to persons or family units holding a Parent Membership. Associate Membership shall be assigned the same membership number (DCTR) and they must expire concurrently with that Parent Membership. Associate Memberships do not count toward a Unit's total number of members for the purposes of determining representation on the State Board of Directors.

**BCHC SPECIAL ADVOCATE** status is a means of accommodating businesses and/or clubs wishing to contribute to BCHC, Inc., without affording voting and participation privileges of membership and without local Unit affiliation.

All memberships shall be in a Unit of the BCHC, Inc., and any member may designate his or her choice of local Unit to which he or she, or their family unit, wishes to be affiliated for the dues paying year. Individuals or family units who wish to belong in more than one local Unit must pay the annual Associate Membership fee for each additional Unit with which they choose to be affiliated.

#### Section 2

#### DUES AND FEE STRUCTURE

All membership dues and corporate fees shall be paid to the BCHC, Inc. according to the fee schedule set forth in BCHC, Inc., Policy.

The yearly dues are payable by the end of the month during which the member joined of each year. The BCHC, Inc. fiscal year ends on December 31.

All dues notices are to be sent out by the BCHC, Inc., and the notice shall advise Unit members they are entitled to membership in one local Unit and that the correct amount of the dues and membership application should be sent directly to the BCHC, Inc. office.

The State Treasurer is responsible for collecting or causing to be collected all Unit membership dues and corporate fees. One half of each Individual or Family Membership dues shall be distributed to the appropriate local Unit and the balance shall be retained by the BCHC, Inc.'s treasury as operating funds. This distribution to be done no later than five (5) days after the end

of each and every month. The Treasurer must report or cause to be reported new Unit membership information, or note that there were no changes in the Unit membership roster to each Unit with the Unit's share of the dues collected.

Associate Memberships dues will be distributed as such: 1/3 to BCHC, Inc. and 2/3 to the local Unit.

Dues or fees collected from Patron, Benefactor and Mt. Whitney Memberships will be treated as Family Membership in calculation of rebate due the Unit and the BCHC, Inc. treasury will retain the balance. BCHC Special Advocate receipts shall be retained by the BCHC, Inc. treasury.

Renewal Unit member dues not paid by one month after their expiration date are delinquent. Those persons who are delinquent as of that time will be omitted from Unit membership and shall automatically cease being entitled to Unit membership benefits of any kind in BCHC, Inc. or of the local Unit that they designate. Associate Memberships will also be omitted if the Individual, Family, Benefactor, Patron or Mt. Whitney Membership has been omitted.

### **Section 3**

#### **MEMBERSHIP MEETINGS**

The BCHC, Inc. Officers and Directors shall set the date for an annual meeting of the total Unit membership. Any action, which requires approval by the Unit membership, shall require only a majority vote of those Unit members present at any regularly scheduled annual meeting. Approval by the Unit members shall also require approval of the BCHC, Inc. Directors.

### **Section 4**

#### **LOCAL UNITS**

All local Units must adhere to the policies and objectives of BCHC, Inc. and Back Country Horsemen of America (BCHA) as stated in the BCHC, Inc. and BCHA Bylaws. BCHC, Inc. Officers and Directors shall establish the policies, goals and management procedures of BCHC, Inc. and may delegate the implementation to ad hoc or standing state committees and to its local Units.

### **Section 5**

#### **LOCAL UNIT STRUCTURE**

The local Unit shall elect Officers and Director(s) to carry out the direction of BCHC, Inc. and the local Units shall establish their own procedures and rules for the election of those Officers and Director(s), unless directed to do otherwise by action of BCHC, Inc. Directors and Officers. Each local Unit shall formulate, adopt and be governed by Bylaws that have been approved by the BCHC, Inc. Directors. Any amendment to local Unit Bylaws must be submitted to the Executive Committee for recommendation to be considered by the BCHC, Inc. Directors.

Each local Unit shall by February 15 of each year prepare and render an annual report, including a financial statement for the past year, for BCHC, Inc. and forwarded to the Secretary of the BCHC, Inc. The forms for the annual report shall be provided to the Units in a timely manner by the State. Said forms shall be included in the Treasurer's section of the BCHC, Inc. Officer Training Manual and shall be distributed and explained during annual Officer Training in January.

If any Unit fails to comply with the accounting and reporting procedures herein, that Unit shall be deemed to have ceased operating as a Unit of BCHC, Inc., shall lose all BCHC, Inc. affiliation benefits and shall remain a suspended Unit until reinstated to affiliation by a majority of BCHC, Inc. Directors. All Unit members of a suspended Unit will be assigned to a Unit of their choice or the closest Unit to their designated address.

## **ARTICLE V**

### **DIRECTORS**

#### **Section 1**

#### **UNIT REPRESENTATION**

BCHC, Inc. Directors of the Corporation shall be composed of one or more Directors from each Unit. Each Director must be a member of a Unit of BCHC, Inc. and have designated the local Unit that selected them as its Director. It shall be left up to each local Unit to select its Directors. Each local Unit must be represented by at least one of its Directors for at least one of the two regular meetings to be held each year by the BCHC, Inc. Directors. If any Unit fails to have at least one of its Directors attend at least one of the two regularly scheduled BCHC, Inc. Directors meetings, that Unit shall be deemed to have ceased operation

as a Unit of BCHC, Inc., and shall automatically lose all BCHC, Inc. affiliation benefits and shall remain a suspended Unit until reinstated to affiliation by a majority of the BCHC, Inc. Directors. Each local Unit shall, by January 15 of each year, notify the BCHC, Inc. Secretary of the names, addresses and telephone number of their Directors for the next year.

## **Section 2**

### **PRORATION OF DIRECTORS**

Each Unit of one hundred fifty (150) Unit members or less is entitled to select one representative to sit on the BCHC, Inc., Board of Directors.

A local Unit is entitled to select one additional representative for each one hundred fifty (150), or fraction thereof, of additional certified Unit members that appear on the official BCHC, Inc., State Roster of Unit Members as of December 31 of each year. The BCHC, Inc. Directors shall certify all Unit memberships.

## **Section 3**

### **DIRECTORS' TERM OF OFFICE**

BCHC, Inc. Directors shall hold office for the term of one year but may be selected for additional terms according to the Bylaws of the individual Unit they represent.

## **Section 4**

### **COMPENSATION**

BCHC, Inc. Directors shall serve without compensation. The Directors may, from time to time, be allowed and paid their actual and necessary expenses incurred in attending any meetings of the BCHC, Inc. Directors and other reimbursements that they may have in connection with carrying out the specific duties of their office.

## **Section 5**

### **REMOVAL OF DIRECTORS**

Removal for Cause - BCHC, Inc. Directors may declare vacant the office of a Director who has failed to attend two (2) consecutive meetings of the BCHC, Inc. Directors, or a Director whose membership has lapsed due to non-renewal, in accordance with ARTICLE IV, Section 2.

Removal Without Cause - Any BCHC, Inc. Director may be removed without cause if such removal is approved by two thirds (2/3) majority of the total BCHC, Inc. Directors within the meaning of Section 5032 of the Corporations Code. Written notice will be given to the Unit of any such action.

## **Section 6**

### **RESIGNATION OF A DIRECTOR**

Any BCHC, Inc. Director may resign on giving written notice to the President of the BCHC, Inc. Directors.

When possible, vacancies on the Board will be filled according to the Bylaws of the member BCHC, Inc. Unit. If necessary the Executive Committee may appoint an interim successor from that same Unit who shall serve until the next regularly called BCHC, Inc. Directors meeting. There is no prohibition against that person becoming an elected BCHC, Inc. Director in the next term.

## **Section 7**

### **VACANCIES ON THE BOARD**

Vacancies on the dCHC, Inc., Board of Directors shall exist on death, resignation or removal of any BCHC, Inc. Director; whenever the number of BCHC, Inc. Directors authorized is increased; whenever a BCHC, Inc. Director designated by a local Unit becomes disenfranchised by virtue of that Unit ceasing to exist as a Unit; whenever a new Unit is added to the State organization; or upon the failure of the Unit members to select the full number of BCHC, Inc. Directors authorized. Vacancies on the Board of Directors may be filled, except for the case of a resignation of a Director, by approval of a quorum of the State Board attending any meeting as provided for in these Bylaws. When possible, vacancies on the State Board will be filled according to the Bylaws of member BCHC, Inc. Units. Notification of such action will be sent to the BCHC, Inc. Secretary prior to the next BCHC, Inc. Directors meeting.

**ARTICLE VI**

**Section 1**

**MEETINGS**

A meeting of the BCHC, Inc. Directors may be called by the President or any Vice President or Secretary or any two BCHC, Inc. Directors with a 45-day written notice to all BCHC, Inc. Units. The meeting of BCHC, Inc. Directors may be held at any location designated by the person or persons calling the meeting.

The regular meetings of BCHC, Inc. Directors shall be held, with notice, not less than two (2) times a year.

Additional meetings of the BCHC, Inc. Directors may be called by the President or any Vice President or Secretary or any two BCHC, Inc. Directors with a 45-day written notice to all BCHC, Inc. Units. The reason and/or agenda for the additional meeting shall be included in the written notice and shall be the only business transacted at that meeting.

Notice of additional meetings need not be given to any Unit that signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. All such waivers, consents and approvals shall be filed with the BCHC, Inc. records or made a part of the minutes of the meeting.

**Section 2**

**QUORUM**

A majority of the total BCHC, Inc. Directors must be present at any regular or additional BCHC, Inc. Directors meeting called in accordance with these Bylaws to constitute a quorum of the BCHC, Inc. Directors for the transaction of business thereof.

**Section 3**

**CONDUCT OF MEETINGS**

The President of BCHC, Inc. shall preside at the meetings of the BCHC, Inc. Directors. In the President's absence the First Vice President shall preside. In the absence of both the President and the First Vice President, any BCHC, Inc. Director designated by the President shall preside.

Members of the BCHC, Inc. Directors may participate in a meeting through conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

**Section 4**

**ADJOURNMENT**

A majority of BCHC, Inc. Directors present may adjourn any meeting to another time or place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the BCHC, Inc. Directors who are present at the time of adjournment.

**Section 5**

**EMERGENCY MEETING**

Any emergency action required or permitted to be taken by the BCHC, Inc. Directors may be taken without meeting, if two thirds (2/3) of BCHC, Inc. Directors individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such BCHC, Inc. Directors.

**ARTICLE VII**

**OFFICERS**

**TITLES, APPOINTMENTS, AND DUTIES**

The Officers of BCHC, Inc. shall be the President, First Vice President, Second Vice President, Vice President of Public Lands, Vice President of Education, Secretary, Treasurer, two (2) National Board Representatives, plus one (1) alternate, which shall serve only in the absence of either National Board Representative. The BCHC, Inc. Directors may create such other Officers with such titles and duties as shall be determined by the BCHC, Inc. Directors and necessary to enable it to sign documents or

conduct normal business. Only one BCHC, Inc. office shall be held by the same person. Only two BCHC, Inc. Officers shall be chosen from any one BCHC, Inc. Unit.

The Officers of BCHC, Inc. shall be elected by and shall serve at the pleasure of the BCHC, Inc. Directors, and no Officer shall serve more than two consecutive terms in the same position unless specifically approved by the BCHC, Inc. Directors.

Election of Officers will take place at the Fall Meeting of the BCHC, Inc. Directors, and Officers shall serve from January 1 to December 31 of the following year.

The President shall be the chief executive Officer of the BCHC, Inc. and shall supervise and direct the business and affairs of BCHC, Inc; preside at all meetings of the BCHC, Inc. Directors except as provided by these Bylaws and perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be prescribed from time to time by the BCHC, Inc. Directors.

In the absence of the President, or in the event of his or her inability or refusal to act, the First Vice President shall perform all the duties of the President. The First Vice President shall have such power and perform such other duties as may be prescribed by law or as may be prescribed by the BCHC, Inc. Directors.

The Second Vice President shall have such other power and perform such other duties as may be prescribed by law or as may be prescribed by the BCHC, Inc. Directors.

The Secretary shall keep or cause to be kept at the principal office of the BCHC, Inc. or such other place as the BCHC, Inc. Directors may order, a book of minutes of all meetings of the BCHC, Inc. Directors. The Secretary shall perform such other further duties as prescribed by law or as may be prescribed or required from time to time by the BCHC, Inc. Directors. In addition, pursuant to California Corporation Code Section 9510(a)(3), the Secretary shall keep or cause to be kept, BCHC, Inc. Unit membership records.

The Vice President of Public Lands will be elected by the BCHC, Inc., Board of Directors and will have a vote on the Executive Committee. He/She will chair the Public Lands Committee and shall have such other power and perform such other duties as may be prescribed by law or as may be prescribed by the BCHC, Inc. Directors.

The Vice President of Education will be elected by the BCHC, Inc., Board of Directors and will have a vote on the Executive Committee. He/She will chair the Education Committee and shall have such other power and perform such other duties as may be prescribed by law or as may be prescribed by the BCHC, Inc. Directors.

The Treasurer of BCHC, Inc. shall be bonded and shall keep and maintain in written form adequate and correct books and records of accounts of the business transactions and property of BCHC, Inc., including accounts of the assets, liabilities and receipts, disbursements, gains and losses. The books and records of accounts shall be open to inspection by any member. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of BCHC, Inc. with such depositories as may be designated by the BCHC, Inc. Directors. The Treasurer shall disperse the funds of BCHC, Inc. as ordered by the BCHC, Inc. Directors and shall render to the BCHC, Inc. Directors a Treasurer's report at each regular meeting of the BCHC, Inc. Directors. The Treasurer shall prepare all financial records and make them available for the annual independent audit. The Treasurer shall perform other and further duties as may be required by law or as may be prescribed or required from time to time by the BCHC, Inc. Directors and these Bylaws. Such duties also include making timely rebates to the local Units of moneys due them generated by the collection of dues and fees.

An Executive Secretary may be appointed by the BCHC, Inc. Directors to serve under the direct supervision of the Officers and the BCHC, Inc. Directors to carry out all duties that may be assigned to that position.

Any Officer may resign at any time on written notice to BCHC, Inc. Directors. Officers may be removed from office by a resolution to that affect, duly adopted by an affirmative vote of two-thirds (2/3) of the active BCHC, Inc. Directors present and voting in a duly constituted meeting of the BCHC, Inc. Directors called for that purpose. The Officer shall be given 30-day written notice of the contemplated action.

## **ARTICLE VIII**

### **STANDING COMMITTEES**

The BCHC, Inc. shall have three (3) standing, operational committees. The standing committees shall operate at the pleasure of BCHC, Inc. Directors, and submit annually at the first BCHC, Inc. Directors meeting of the year an operating budget and an operating plan for their approval.

**EXECUTIVE COMMITTEE:** The BCHC, Inc. Officers and immediate past President shall constitute the Executive Committee to assist the President in management of BCHC, Inc. normal daily business between BCHC, Inc. Directors meetings as defined by the State Board of Directors. All Executive Committee meetings will be open to any BCHC, Inc. member to attend. The Executive Committee may go into Closed Session when necessary. No decision may be made in Closed Session. The President and/or the Executive Committee can only recommend BCHC, Inc. policy, procedures and guidelines to the BCHC, Inc. Directors for approval. The Executive Committee will arrange for an annual independent audit of the Treasurer's records.

The **PUBLIC LANDS COMMITTEE** shall be directed by the Vice President of Public Lands and report to the President on day to day issues and to BCHC, Inc. Directors on significant public lands issues. The Vice President shall manage the committee under approved guidelines of the BCHC, Inc. Directors. The committee shall consist of one member from each BCHC, Inc. Unit selected as the Unit's representative and will be a voting member.

The **EDUCATION COMMITTEE** shall be directed by the Vice President of Education and report to the President on day to day issues and to BCHC, Inc. Directors on significant education programs. The Vice President shall manage the committee under approved guidelines of the BCHC, Inc. Directors. The committee shall consist of one member from each BCHC, Inc. Unit selected to serve as the Unit's representative and will be a voting member of the committee.

## **ARTICLE IX**

### **PARLIAMENTARY AUTHORITY**

All meetings shall be conducted under Robert's Rules of Order (current revision) providing that those rules do not conflict with the BCHC, Inc. Articles of Incorporation or these Bylaws.

## **ARTICLE X**

### **AMENDMENTS**

These Bylaws may be amended at any meeting of the BCHC, Inc. Directors by any affirmative vote of two thirds (2/3) of BCHC, Inc. Directors in attendance. Amendments must be presented in writing at the previous regular meeting.

## **ARTICLE XI**

### **ASSETS DEDICATION AND DISSOLUTION**

The property of BCHC, Inc. is dedicated to the specific purposes as set forth in the Articles of Incorporation and no part of the net income or assets of this organization shall ever inure to the benefit of any BCHC, Inc. Director, Officer or member thereof, or to the benefit of any private persons.

Upon the dissolution of BCHC, Inc. Directors, its assets remaining after payment of, or provision for payment of, all debts and liabilities of BCHC, Inc., shall be distributed to the California Historical Society, a nonprofit corporation.