

# OETRA By-Laws and Constitution

## OKLAHOMA EQUESTRIAN TRAIL RIDERS ASSOCIATION, INC.

### BY-LAWS

#### Article I: Name and Purposes

- 1.1 The name of the organization shall be the Oklahoma Equestrian Trail Riders Association, Inc. (OETRA).
- 1.2 The organization is a membership association of equestrian trail riders with a common interest in promoting trail riding as a family activity, educating the public as to the care and conditioning of the horse for trail activities, and facilitating the general improvement of equestrian trails and equestrian camping accommodations in Oklahoma.

#### Article II: Membership

- 2.1 Membership shall be open to all interested parties. There shall be two **classes of membership**.
- 2.1.1 Individual memberships, age 18 years and older.
- 2.1.2 Family memberships, to include immediate family members only, with no age restrictions.
- 2.2 **Votes:** Each individual membership shall be entitled to one (1) vote per paid membership. Each family membership shall be entitled to two (2) votes per paid membership.
- 2.3 **Voting by Proxy:** No proxy voting will be accepted.
- 2.4 **Expulsion from Membership:** Notwithstanding the automatic termination of membership under Article VIII, Section 3 for nonpayment of dues, in the case of egregious circumstances, a member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of two-thirds of members present at any regular meeting, provided that written notice of the intention to expel and reasons therefore have been provided to the member. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- 2.5 The act of joining, i.e. submitting a paper application or joining online and submitting applicable fees, whether new or renewal, hereby grants permission to publish said member's contact information in the annual and online directory. Any member may opt OUT by circling "N" on the paper membership form or unchecking the so-labeled checkbox on the online form.

#### Article III: Officers and Directors

- 3.1 **Responsibilities:** The business and affairs of the association shall be managed by a board of directors, who shall have all of the rights and duties of the board of directors as outlined in these by-laws.
- 3.2 **Number and Qualification:** The board of directors of the association shall consist of nine (9) members in good standing who have been a member for at least one (1) full year and shall be at least eighteen (18) years of age.
- 3.2.1 **The presiding officers** shall include the president, vice-president, secretary, and treasurer;
- 3.2.2 **The full board** shall include all presiding officers and the remaining five (5) directors.

**3.3 Duties of Directors:** The duties of the officers shall include the following:

**3.3.1 President:**

- Shall have general and active management of the business of the association and shall see that all actions of the board of directors are carried into effect;
- Shall preside over all meetings;
- May appoint standing committee chairmen, with the advice and consent of the board;
- May call and set the agenda for any executive session of the board;
- Shall act as the official association representative to the public;
- May call a meeting of newly elected board members at any time after his/her election at the annual meeting for the purpose of organizing committees and to conduct necessary immediate association business;
- May appoint an association parliamentarian who will serve at least a one (1)-year term. (Article V.Section 2.7).

**3.3.2 Vice-President:**

- Shall preside over meetings, in the president's absence;
- Fulfill the duties of president, should the president become unable to complete his/her term of office;
- May serve as ex-officio chairman of the advertising/public relations committee.

**3.3.3 Secretary:**

- Shall keep a written record of all official association meetings, including executive sessions;
- Handle all official association correspondence, including execution of appropriate state and federal reporting filings;
- May act as ex-officio chairman of the membership committee;
- Shall prepare, send, and tabulate election ballots, per the guidelines of these by-laws (Article IV.Section 3);
- Shall prepare and provide, as a benefit of membership, an annual directory of association members in good standing;
- Shall provide summary minutes of all membership and/or board meetings to the newsletter/eNews chair within a time frame that allows publication within two (2) months subsequent to such meetings.

**3.3.4 Treasurer:**

- Shall maintain accurate financial records of all association business;
- Make all disbursements as authorized by the board;
- Prepare and submit annual financial reports as required by state and federal agencies;
- Provide an annual financial report for the membership at the annual meeting;
- Shall provide ad hoc financial information to the board, as requested;
- Shall provide a monthly financial summary to the newsletter/eNews chair within a timeframe that allows inclusion of such in the newsletter/eNews distributed subsequent to the report date.

**3.3.5 The board as a whole** shall be responsible

- To approve all financial disbursements of the association;
- Approve the president's chair appointments of standing committees and any additional standing committees requested by the president;
- Approve association policies and act as the final authority in any business on behalf of the association;
- Per the guidelines of these by-laws, with the exception of president (3.3.2), shall name a successor to fill the unexpired term of any director who shall resign or be unable to complete his/her term; any director who

shall not attend three consecutive board meetings without just cause shall be removed and a successor elected by the board to complete the unexpired portion of that term.

**3.4 Removal of Directors:** Any director may be removed from office, without the assignment of cause, by an affirmative vote of two-thirds of directors present at a regular meeting of the board, where a quorum exists, provided that written notice of the intention to consider removal of a director has been included in the notice of the meeting. No director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

**3.5 Quorum:** A majority of the full board of directors in office shall constitute a quorum for the transaction of business at any meeting of the board of directors.

#### **Article IV: Election of Officers and Directors**

**4.1 Election and Term of Office:** The four (4) presiding officers and remaining five (5) directors shall be elected by the membership, by a USPS and/or email-submitted vote provided to the secretary (Article IV.Section 4.3). Results of this election of officers and directors shall be announced at the annual meeting. A simple majority vote of members voting in the election will elect.

**4.1.1 Presiding** officers shall serve one (1) year terms; they may stand for re-election to their currently-held office, to a new officer position, or may stand for election to a director position.

**4.1.2** The **remaining** five (5) board directors shall serve in staggered terms of two-year service, with three directors selected and two directors selected in alternating years.

**4.2 Slate of Proposed Officers and Directors:** Per the process prescribed in these by-laws (Article V.Section 2.2), a nominating committee shall provide a slate of proposed officers and directors for election by the membership prior to the annual meeting.

**4.3 Election Process:** The secretary shall mail a USPS ballot and/or an electronic ballot to every voting member thirty (30) days prior to the December annual meeting. The secretary may elect to send reminder notices to encourage members to vote and to mail/email their ballot.

**4.3.1** Any ballot will reflect and be checked by the secretary for the single membership number associated with the individual or family membership to which it is assigned. One ballot will be counted for an individual membership; two ballots (same membership number) will be counted for a family membership. Ballots that do not include or inaccurately reflect or duplicate such an assigned number will not be counted.

**4.3.2** Any ballot must be received by the secretary no later than one day prior to the December annual meeting. The secretary shall not be responsible for ballots that are not received due to USPS or electronic errors.

**4.3.3** All ballots received within the timeline prescribed by these by-laws will be recorded, tallied, and reported at the annual meeting.

**4.3.4** Subsequent to the process approved in these Bylaws (Slate of Proposed Officers and Directors, 4.2) should there be only one candidate willing to serve for one or more officer and/or board positions, the current full board of directors may declare those candidates as duly elected by acclamation. That newly selected slate of officers shall be presented to the membership at the annual meeting.

#### **Article V: Standing Committees**

**5.1** The president, with the advice and consent of the board of directors, may establish one or more committees to consist of at least one member of the association. Directors may serve as committee chairs or members.

Committee chairs should be appointed by the president within the first quarter subsequent to the annual meeting to serve until the next annual meeting. Chairs may recruit the number of members to serve on their committee that best enables the committee to accomplish its goals.

**5.2** Association Standing Committees may include, but need not be limited to the following:

**5.2.1 Membership:** Committee duties may include, but are not limited to:

- Contact prospective members, encouraging new membership;
- Maintain accurate USPS, email, phone and cell numbers of all members;
- Contact and encourage membership for those who have let their membership lapse;
- As requested by the secretary, accept membership dues at the annual meeting and other meetings.

**5.2.2 Nominating:** Committee duties shall include:

- Solicit board member service among qualified members and confirm their written willingness to serve;
  - Proposed candidates should have been members in good standing for at least one (1) full year.
  - Proposed candidates should be “active members of OETRA”; such qualification should be considered by the collective good judgment of the nominating committee (*e.g.*, workday participation, ride chair, ride assistance, etc.).
- Provide a slate of proposed directors including any officer;
  - Include candidate information relevant to voter decision-making;
  - Assure that the newsletter/eNews chair is provided with all necessary director election information within sufficient time for posting in the appropriate November association communications.

**5.2.3 Advertising/Public Relations:** Committee duties may include, but not be limited to:

- Develop and maintain an active contacts database of all relevant organizations, public and private agencies or associations, media sources, relevant businesses, etc., for the purpose of providing information to promote the association and its activities;
  - The chair should work with the board so that they remain fully informed as to periodicals or other resources that are being identified to receive OETRA information.
  - Any paid advertising for the association or its activities must be pre-approved by the board.
- Serve as a clearing house to disseminate information regarding other area rides to OETRA members and other parties requesting the same;
- Consider use of all appropriate communication tools (*e.g.*, newsletter, Website, eNews, social media venues, etc.) for the purpose of notifying members of up-coming meetings, rides, and other activities of equestrian trail riding interest.

**5.2.4 Newsletter/eNews:** This committee may operate with the sole direction of its chair or the chair may recruit additional committee members so as to expedite and/or expand the value of this communication tool to the association membership, its friends and supporters.

- The association purposes are best served as the newsletter/eNews committee is well equipped to provide high value communication tools. To that end, the chair should work with the board to secure the availability of the technical support (*e.g.*, hardware, software, service subscriptions, etc.) that he/she feels would facilitate the promotion of OETRA information-sharing and membership recruitment. Expenditures for such would require standard financial board approval;
- The chair should intentionally collaborate with all relevant committees to maximize communication and information exposure about association activities and promotions;

- The chair shall collaborate with the secretary and the treasurer to assure inclusion of summary minutes of membership and/or board meetings and board approved financial reports in the newsletter/eNews distributed within two (2) months subsequent to such meetings/report dates.

**5.2.5 Program:** Committee duties may include, but not be limited to:

- Collaborate with the board to confirm the date, location, and logistics of upcoming meetings at least two (2) months prior to such meetings;
- Provide relevant association-interest programs when actual trail activities are not possible;
- Work with the advertising/public relations and newsletter/eNews committees to promote all programs.

**5.2.6 Pleasure Rides:** Committee duties may include, but not be limited to:

- Oversee the arrangements and appropriate execution of all details of OETRA sponsored pleasure rides.
  - Work with local Equestrian Trail Ambassadors for timely attention to relevant details; encourage ambassadors to be in close communication with the board regarding ride issues that require board attention;
  - Work with the advertising/public relations and newsletter/eNews committees to facilitate maximum participation in each ride among members, potential members, and friends of the association;
- Assure that full ride details are made available as soon as possible to the newsletter/eNews chairman.

**5.2.7 Rules Committee/Parliamentarian:** The committee chair shall serve as Association Parliamentarian. Committee duties shall include:

- Consider any proposed amendments to association governance document(s); provide a final form for consideration and an approval vote of the membership, per Article IX of these bylaws;
  - Any proposed amendment(s) shall be considered by the membership no more than three (3) months after that amendment(s) is/are presented to the rules committee.
  - Collaboration with the board and necessary support to assure that provision for consideration and an approval vote are executed per Article IX.

**5.2.8 Hospitality:** Committee duties may include, but not be limited to:

- Provide or arrange for appropriate refreshments at meetings, as requested by the board.

## Article VI: Officer and Director Meetings

**6.1 Annual Meeting:** The annual meeting of the board of directors may be held at the same place and promptly after the annual meeting of the members.

**6.2 Regular Meetings:** Regular meetings of the board of directors may be held quarterly, concurrent with membership meetings that are held in conjunction with trail ride activities, when possible. However, board meetings shall not be required to concur with membership meetings.

The board may have discussion, reach consensus, make motions, and vote on proposals including via email or by telephone. Board voting procedures should follow generally accepted meeting protocol: once a motion is made, supported, and discussed, final action must be taken. The board may also follow consensus decision-making protocol, coming to agreement on an issue action. Either procedure should include a final decision and that action duly noted in minutes of that meeting. Votes made by email should be executed within the reasonable time of forty-eight (48) hours after the president has called for the vote, and that action duly noted in the minutes of the subsequent meeting. (Article III. Section 3.3.3).

**6.3 Special Meetings:** Special meetings of the board of directors may be called by the president or by one-third (1/3) of the directors in office at any time. It shall be the duty of the secretary, upon receipt of a request for such a meeting, to send at least five (5) days written notice stating the date, time, place, and purpose of any special meeting to each of the directors. If the secretary fails or refuses to send such notice, the person(s) calling for the special meeting may call the meeting at such a

time or place that represents a reasonable travel distance for all directors or provide for an electronically supported meeting, as specified in Sections 2 and 4 of this Article.

**6.4 Teleconference Meetings:** One or more directors may participate in any meeting of the board of directors or any other committee by means of a conference telephone or similar communications equipment by which all persons participating in a meeting can hear each other.

**6.5 Board of Directors/Executive Sessions:** The board of directors shall consist of the four (4) presiding officers, *i.e.*, the president, vice president, secretary, and treasurer, and the five remaining (5) directors. The immediate past president shall automatically be a non-voting advisory member of the executive committee for the year following his/her presidency.

**6.5.1** The purpose of an executive session is to provide an appropriate forum to talk openly about topics that warrant special treatment and to be able to immediately consider pressing association issues in a timely, expeditious manner. As warranted, executive sessions may take place before, in the middle, or at the end of a regular membership meeting or may be called any other time at the discretion of the president.

**6.5.2** In order for any executive session recommendations or actions to be official, a simple majority vote of all nine (9) directors is required.

**6.5.3** These sessions are exclusive to the directors; the immediate past president may be included, and others, such as a professional advisor, may be invited by consensus of the board to join for part or all of the session.

**6.5.4** All USPS, telephone/text, and email communication among executive committee members shall be treated as confidential.

**6.5.5** The collective good judgment of the board should determine the confidentiality of any part or all of an executive session, using the purposes of the association (Article I.Section.2) as the determining guideline.

**6.6 Meeting Records:** Records of directors' meetings should comply with generally accepted expectations of meeting record-keeping and newsletter/eNews posting to members, as prescribed in these bylaws.

**6.6.1 Requests for Meeting Records/Minutes:**

- Any members in good standing wishing the secretary's complete record of membership and/or board meeting minutes may contact the secretary within thirty (30) days of the meeting and be provided with that record within the subsequent fourteen (14) days.
- With the exception of unusual circumstances, requests for meeting minutes after thirty (30) days may be provided at the board's discretion but are not required by these by-laws.

**6.7 Voting Rights.** Every director shall be entitled to one (1) vote. The acts of the majority of the board of directors present at the meeting at which a quorum is present shall be the acts of the board, unless a greater vote is required by these by-laws or under law.

**Article VII: Membership Meetings**

**7.1 Regular Meetings:** Membership meetings shall be held minimally the second, third, and fourth quarters of the year.

**7.1.1** Meetings should be publicized and members shall be notified by (1) newsletter; (2) eNews; (3) email or; (4) telephone at least thirty (30) days prior to a meeting.

**7.1.2** When possible, meetings shall be held in conjunction with actual trail ride activities.

**7.2 Annual Meeting:** The annual meeting of the membership of the association shall be as the board of directors determines, generally called for the first weekend of December. At least thirty (30) days advance notice of the date, time, and place shall be given in the association newsletter/eNews, and/or may include USPS, telephone or email notifications.

### **Article VIII: Membership Dues**

As the primary financial support vehicle for this association, the importance of recruiting new members, retaining current members, and encouraging timely dues payment should be an association priority.

**8.1** Dues shall be due and payable as of **January 1** of each year;

**8.2** Membership dues paid after September 1<sup>st</sup> shall be considered paid through December 31<sup>st</sup> of the following year;

**8.3** Members with dues forty-five (45) days past due shall be considered inactive;

**8.4** Only members in good standing by March 1<sup>st</sup> of each year shall be included in the membership directory; it is the responsibility of a member to notify the membership committee if they wish to edit any of their contact information for the directory;

**8.5** The board shall have the authority to award a Lifetime Membership to an association member whom the board determines has made significant contributions to equestrian trail riding generally and to the OETRA specifically. Such Lifetime Memberships shall not require any payment of membership dues and shall carry the full benefits associated with membership;

**8.6** Membership dues may be adjusted from time to time at the discretion of the board.

### **Article IX: Amendments**

**9.1** Notice of proposed amendments and/or the final proposed amended document(s) submitted to the rules committee shall be provided to members by mail and/or email at least thirty (30) days before amendment(s) are considered for approval. As appropriate, proposed amendments should be explained orally by the board and/or the rules committee chairman and/or committee members prior to the meeting vote.

**9.2** The rules committee chair/parliamentarian should preside over a reasonable time of questions and comments prior to the vote.

**9.3** Association governance documents may be amended by a two-thirds (2/3) vote of membership in attendance at an official OETRA meeting.

**9.4** Once approved, amended governance document(s) should be posted on the association Website within thirty (30) days of approval and membership notified of same in the next newsletter/eNews posting.

### **Article X: Vacancies**

**10.1 Resignations:** Any director or officer may resign such position at any time, such resignations to be made in writing and to take effect from the time of its receipt by the association, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the board of directors shall not be required to make it effective.

**10.2 Filling Vacancies:** With the exception of president (Article III. Section 3.2), if the office of any presiding officer or director becomes vacant, the remaining directors, although less than a quorum, by an affirmative vote of a majority, may choose a successor who shall hold office for the unexpired term.

## Article XI: Governance Operations

**11.1** Process that seeks the good of the sport and the association shall be the norm. In the spirit of collegiality and good will, this association seeks to conduct business in a transparent manner, encouraging membership consensus decisions on matters relevant to association purposes.

**11.2** The association parliamentarian may serve as the facilitator for such consensus decision-making processes.

**11.3** OETRA encourages respectful, open discussion of issues. Should such discussion not produce general consensus within a reasonable amount of time, the board shall direct that a simple majority vote protocol be used to determine final action.

**11.4** While respecting orderly process for membership discussion and decision-making, there shall not be a mandate on the board or the parliamentarian to observe any specific procedural system.

## Article XII: Indemnification

The board shall have the authority to indemnify officers and directors as agents operating in good faith for the benefit of the association.

\*These BY-LAWS, the edits and amendments contained therein, were approved by a vote of two-thirds (2/3) of the members in good standing at an official OETRA meeting

On April 26, 2013.

Approved by the Board of Directors, the final amended by-laws were submitted to the appropriate state and federal agencies, as required,

On April 29, 2013.

CERTIFICATION:

I hereby certify that the above is a true and correct copy of the By-Laws of the Oklahoma Equestrian Trail Riders Association, Inc., and represents the entirety of all amendments approved by the membership on the above date.

Larry Zeller, Secretary

Oklahoma Equestrian Trail Riders Association, Inc.

Bylaws revised:

June 2016 – Added Para 4.3.4 Election by acclamation.

June 2016 – Changed Para 8.1 Dues are considered due and payable Jan 1