



WOODLAND PARK SADDLE CLUB BYLAWS

Amended February 14, 2010 by the WPSC Board of Directors
[Date of last WPSC Bylaws amendment was January 3, 2009]

Article I

1. The name of this Corporation shall be known as the Woodland Park Saddle Club, Inc., and hereinafter referred to as "Saddle Club", "organization", or "Corporation".
2. The principal office the Corporation shall be in Teller County, Colorado.
3. The Corporation Seal shall have the inscribed thereon the name of the Corporation.
4. The purpose of the Saddle Club shall be consistent with the purpose set forth within the Articles of Incorporation of the Saddle Club filed June 22, 1948. The purposes for which the corporation is organized are as follows:
 - a) to advance the educational, civic, social and charitable interests of Teller County, Colorado and the general welfare and prosperity of the Ute Pass and Woodland Park Region; and
 - b) to engage in all types of activities not prohibited by law which shall promote and foster educational, recreational, physical, and social activities of its members and visitors to the region; and
 - c) to purchase, or otherwise acquire, mortgage, sell assign and transfer, or otherwise deal in real and personal property of every class and description solely and exclusively for strictly charitable purposes and to accomplish the purpose of the Corporation; and
 - d) to do any and all things necessary in the interest of furnishing said activities an advertisement and to promote said social interaction among ourselves and associates therein, so far as the power to do so shall be rightfully granted under and by virtue of the laws of the State of Colorado; and
 - e) to provide a multi-use facility to serve members, guests and the general public; and
 - f) to endeavor to promote community organizations and corporations.



634194 3/23/2010 8:30 AM
1 of 10 DOCUM R\$51.00 D\$0.00

Patricia A Crowson
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634194 3/23/2010 8:30 AM Patricia A Crowson
2 of 10 DOCUM RS\$1.00 DS\$0.00 Teller County

Article II

Management of the Woodland Park Saddle Club, Inc. shall be entrusted to a Board of Directors: President, Vice-President, Secretary and Treasurer duly elected by the general membership of the Woodland Park Saddle Club, Inc.

1. The Board of Directors shall consist of eleven (11) members, which shall include seven (7) Directors and four (4) officers.
2. Three (3)/Four (4) Directors shall be elected each election cycle. The term of Directors shall be a three (3) year term. They shall be elected by the general membership by ballot vote. Inauguration of newly elected Directors shall occur immediately following the election. If a Director has been serving a term due to a vacancy, he/she will complete the entire term of the vacated Director position.
3. The terms of President, Vice-President, Secretary and Treasurer shall be for a period of two (2) years. They shall be elected by the general membership by ballot vote at the meeting held the first Saturday in February and serve from the following Wednesday for a period of one year. If an Officer has been serving a term due to a vacancy, he/she will complete the entire term of the vacated Officer position.
4. General membership meetings will be held in February, August and October
5. A quorum, at any meeting of the Board of Directors, shall consist of no less than a majority of existing members of the Board of Directors and Officers. The full Board of Directors shall consist of Directors and Officers. The Vice-President shall be classified as a member of the Board of Directors, with voting privileges, when necessary to constitute a quorum or to break a vote. The Directors, Secretary and Treasurer shall have voting privileges for matter before the Board of Directors. The President shall not vote on matters before the Board of Directors, unless it is necessary to constitute a quorum or to break a tie in the absence of the Vice President. A majority of the Board of Directors will be considered to carry when it is a majority vote of those directors and officers present and voting.

A majority vote of the full Board of Directors will be considered to carry, if a majority of existing members of the Board of Directors vote for the question, even if a full Board of Directors is not present and voting.

6. Regular meetings of the Board of Directors shall be held on any date and time agreeable to the Board of Directors by a majority vote.
7. At any time the President may call special Meetings of the Board of Directors. The Secretary shall make notification of the special meetings of the Board of Directors not less than three (3) days prior to such meetings. A notice of special meetings shall state the purpose of thereof.

(A.) Special meetings of the general membership may be called at any time by resolution of the Board of Directors and the general member must be notified by the secretary not less than ten (10) days prior to such meeting and shall state the purpose thereof.

8. Compensation for any Officer, Director or member for incidental work performed for the Woodland Park Saddle Club shall be by majority vote of the Board of Directors. Any continual compensation for services by the Woodland Park Saddle Club of an Officer, Director or member of the Woodland Park Saddle Club Boards shall be by advance approval of a majority vote of the general membership.



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9. The Board of Directors shall have the power to remove any Officer or Director with just cause, by a majority vote of the full Board of Directors.
- (A.) Any officer or Director having missed three (3) regular and/or special meetings of the Corporation, without being excused by the Board of Directors may be dismissed.
- (B.) Any officer or Director may be recalled in conformance with the following procedures. 1) A petition requesting the recall shall be presented to the Board of Directors stating reason(s) for the recall and must be signed by ten percent (10%) of the general membership. The secretary shall then validate said petition. 2) Upon finding the petition valid, a special general membership meeting shall be call by the Board of Directors and a recall vote taken with 30 percent (30%) of the general membership being in attendance. 3) The recall vote shall carry if a majority of the membership present vote in favor of a recall being in attendance. 3) The recall vote shall carry if a majority of the membership present vote in favor of a recall.
- (C.) Any Officer or Director may resign his/her position at any time by either presenting a letter of resignation to the Board of Directors or announce that he/she will be resigning at a regularly or special call Board meeting so that it may be recorded in the minutes.
10. The Board of Directors may fill any vacancies of Officers or Directors. The position will be for the entire term of the previous said Officer or Director. The successor shall be a member in good standing, regardless of the length of time of membership. They shall be elected by a majority vote of the existing Board of Directors. Vacancies must be advertised to the general membership for a period of two (2) weeks prior to voting. At the annual election in February this vacancy will be voted on by the general membership, to fill the balance of said term held by such Officer or Director



634194
3 of 10

3/23/2010 8:30 AM
DOCUM R\$51.00 D\$0.00

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Article III

1. The President, or his or her designee, shall preside at all meetings and have general supervision of the affairs of the Corporation, shall sign all membership cards, certificates, contracts, and other instruments of the Corporation, only as authorized by the Board of Directors
 - (A.) The President shall have the privilege of appointing workable committee members or dismissal of such.
 - (B.) The President shall have the privilege, at any time during a meeting of the Board of Directors, to call for a ballot vote on any question before the Board of Directors, said question having first been duly motioned and seconded.
 - (C.) The President shall make reports to the Board of Directors at regular meetings. Committee chairs shall be responsible for making presentations to the Board of Directors and shall act as spokesperson for his/her assigned Committee to the Board of Directors and matters of such Committee.
 - (D.) The President shall present a report of activities and transactions of the Corporation at the general membership meeting and election.
 - (E.) The President shall appoint a nominating committee on or prior to the regular meeting of the Board of Directors in October of each calendar year, to present a slate of Officers and/or Directors to the general membership at the annual election meeting held in February.
2. In the absence or disability of the President, the Vice-President shall exercise all functions of the President, as authorized by the Board.
3. The Secretary shall hold all of the following responsibilities of organization unless otherwise recommended by the Secretary and determined by the Board of Directors to assign said responsibilities to a member of the organization. The Secretary shall keep minutes of all meetings. Shall have charge of the Seal. Shall sign, with the President, membership cards and such instruments as requires the Secretary's signature as authorized by the Board of Directors. Shall have charge of the blank membership cards and approved applications and shall keep a record of the name and address of each member and current status of dues. Shall attend to all correspondence. Shall submit all special events permits and verify approval of such. The Secretary's book shall be open to inspection by any other Officer or Director at all times.
4. The election meeting of the general membership shall be held in Teller County, Colorado in February of each year.
 - a) Notice of three (3) annual meetings and special meetings of the general membership shall be prepared by the Secretary and mailed to the last known address of each member of record, not less than two (2) weeks before the annual meetings, and in case of special meetings, not less than ten (10) days before such meeting. Special meetings notices shall state the purpose thereof.
 - b) The election of Officers and Directors shall take place at the time of the February election meeting of the general membership. The election shall be by a ballot vote and each member of record, in good standing, who is present, shall be entitled to cast one ballot. Proxy voting will not be allowed in this election.





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- c) Absentee voting will be available to eligible voters of the Corporation, by requesting a ballot from the Secretary on or before January 7 and postmarked no later than January 20.
 - d) Two members at large and one Officer or Director who is not seeking re-election, selected by the Board of Directors, shall conduct the counting of all ballots cast (including absentee ballots). A recount shall be conducted if the results of any race are within two percent (2%) or less of the total number of ballots cast.
 - e) In the event of a tie, the tie shall be broken immediately following the election by a coin toss.
5. It will be required that any member or incumbent Director or Officer desirous of election to the Board of Directors or any Office, be an active member in good standing for one year prior to February 1 with the understanding that full and unbiased attention shall be given to all matters coming before the Board of Directors, and that all regular meetings and functions of the Corporation shall be attended consistently to the best of their ability.
 6. Any incumbent Director, who is desirous of election to the office of President, Vice-President, Secretary or Treasurer and is unsuccessful, shall retain her or her directorship providing that, said term does not expire immediately following the February election.
 7. The Secretary shall mail an "Annual Dues Notice" to all current members of the Association on or before December 1 each year. The notice shall state the amount due, location of remittance and a due date of the current year and a delinquent date of January 20 of the following year. (Refer to Article IV, paragraph 1 of these bylaws.)
 8. It is the responsibility of the four elected officers of the Woodland Park Saddle Club to sign all checks. The signatures of two officers are to be required on all checks at all times
 9. Removal of any monies from a financial investment account (not the principal account) held in the name of the Woodland Park Saddle Club must be requested in writing by the highest ranking officer in office at the time of need. The letter will require signatures of all officers in office at that time.
 10. The order of business of any meeting of the general membership shall be as follows:
 - Roll call of officers and directors
 - Reading of the minutes of the previous meeting
 - Report of the President
 - Report of the Treasurer
 - Election or special business



634194
5 of 10

3/23/2010 8:30 AM
DOCUM R\$51.00 DS0.00

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11. The order of business of all regular and special Board of Directors meetings shall be as follows:
 - Roll call of officers and directors
 - Reading of the minutes of the previous meeting
 - Correspondence - Secretary
 - Treasurer's Report
 - Application for membership
 - Unfinished Business
 - New Business
 - Adjournment



634194
6 of 10

3/23/2010 8:30 AM
DOCUM RS\$1.00 DS\$0.00

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Article IV

1. Membership in the Corporation and membership cards signed by the President and Secretary shall be issued upon payment of the initial membership fee, as established by the Board of Directors. Annual dues, as established by the Board of Directors will be due and payable January 20 and considered delinquent after January 20. Reinstatement shall be by application and payment of the initial membership fee, the same as new membership, when membership has lapsed. Any new memberships received and accepted after November shall be in effect until January of the following year after the next annual election meeting.

(A.) Any member, including officers and directors, acting in a disruptive manner not consistent with the best interest of the Saddle Club, may be asked to turn in his or her membership card, after a hearing before the Board of Directors and a majority ballot vote by the same. Membership fees will not be refunded.
2. Membership applications and initial membership payments shall be presented and voted upon by the Board of Directors at any regular meeting or special meeting by a majority vote of the Board of Directors. The Treasurer shall refund the initial membership payment should the applicant be rejected.
3. Any person whose application for membership to the Woodland Park Saddle Club, Inc. is accepted by the Board of Directors shall receive a membership card showing the expiration date of such dues.
4. All said monies collected as membership fees are to be used only as the Board of Directors may direct in the purchase of property, improvement or maintenance of same, or in the accomplishment of any other legal purpose of the Corporation. The payment of dividends in any form being specifically excluded herefrom.
5. Woodland Park Saddle Club is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said 501(c)(3) of the Internal Revenue Code of 1986.
6. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
7. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.
8. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.





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9. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for exempt purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



634194 3/23/2010 8:30 AM
8 of 10 DOCUM RS51.00 DS0.00

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Article V

1. These by-laws may be amended, repealed or allowed in whole or part, nay a majority vote of the members if the Saddle Club in good standing and who are present at a regular or special call meeting of the general membership, following the second publication of the amendments to the membership. To vote for bylaw amendments members must be present at said general or special call meeting. First and last publication of the amendment may be made by publishing the amendment in the newsletter in the Saddle Club or by direct mail to the general membership.



634194
9 of 10

3/23/2010 8:30 AM
DOCUM R\$51.00 DS0.00

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Article VI

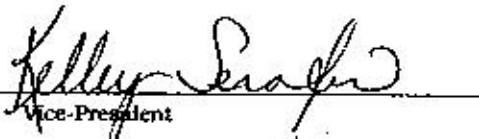
1. Robert's Rules of Order (latest revised edition) will govern these by-laws. Where conflict occurs between the by-laws of this organization and Robert's Rules of Order, the by-laws will take precedence. Should the organization's bylaws conflict with its Articles of Incorporation, the Articles of Incorporation shall take precedent.


Signatory block:

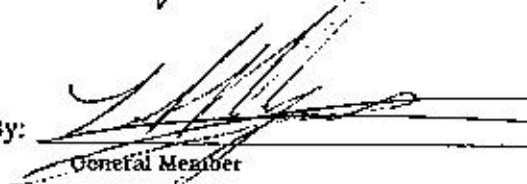
Approved and accepted the 14th Day of February, 2010 by a majority vote of the general membership of the Woodland Park Saddle Club, Inc.


By: 
President

By: 
Treasurer

By: 
Vice-President

By: 
Secretary

By: 
General Member

By: 
General Member

These amendments to the bylaws of the Woodland Park Saddle Club including the above added signatory block, with a first and second reading of the bylaws before the Woodland Park Saddle Club Board of Directors, are approved and accepted the 14th day of February, 2010 by a majority vote of the Board of Directors of the Woodland Park Saddle Club, Inc.



634194
10 of 10

3/23/2010 8:30 AM
DOCUM RS51.00 DS0.00

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