

# Constitution and Bylaws

## Milton-Freewater Pioneer Posse

Revised and adopted January 13, 2024

### Article I Name and Object

#### Section 1

The name of this association shall be the Milton-Freewater Pioneer Posse, a non-profit corporation, with its principal place of business in Milton-Freewater, Oregon.

#### Section 2

The objective of this association shall be to encourage and promote horseback riding, sportsmanship and the ownership of good horses; to foster the Pioneer spirit of Oregon, to promote good will and cooperation of the various communities throughout the state; to develop the physical and mental capacities of its members; to purchase, acquire, receive possess and dispose of such real and personal property as may be necessary incidental and convenient to carry out the objects, business and pursuit of said corporation.

### Article II Membership

#### Section 1

There shall be four classes of membership: active, associate, honorary, and lifetime.

- A. There shall be two types of active memberships, namely, single and family.
  - 1. A single membership is issued to individuals over the age of 18. Children under 18 must join with a family membership, or youth under 18 who present a signed parental consent and with board approval.
  - 2. A family membership shall consist of a parent or legal guardian and their child or children under the age of 18 years, or under the age of 23 and attending school as a full-time student.
- B. Associate membership is available to anyone who would like to support the Pioneer Posse but is a non-riding individual. An Associate Member is a non-voting member.
- C. Honorary membership with voting rights shall be extended to persons who have rendered outstanding services to the association, such honorary membership to be designated by the Board of Directors and subject to the approval of the board and will hold a membership free of charge. Past Royalty members will automatically become non-voting Honorary members. (In order to be a voting member Past Royalty will need to purchase a membership).
- D. Lifetime membership shall be extended to Shirley Dickerson and Greta Hassler as designated by the Board of Directors for their outstanding services to the association since its inception. Lifetime members shall have all the duties and voting privileges of regular board members and will hold a membership free of charge.
- E. Advisory Board Member "may be selected by the Board for their insight & history of the organization, and expertise for guidance & problem solving". This person will have voting rights.

#### Section 2

Active and designated honorary members shall be given all rights and privileges for which this association is organized, including the privileges of the floor, right to vote at the annual meeting and the right to hold offices, provided, however, that any family membership will be allowed a maximum of two votes.

#### Section 3

A member must be 18 years of age prior to December 31 of the previous year to be eligible for election to the Pioneer Posse general board or position of an officer to cast a vote in any committee meeting.

#### Section 4

All members and persons using the facilities or attending association sponsored events will abide by Milton-Freewater Pioneer Posse Rules & Regulations found in the Association Handbook.

#### Section 5

Any member automatically terminates his membership by not paying annual dues or by presenting their resignation in writing to the secretary. Membership in the Pioneer Posse may also be terminated by two-thirds (2/3) vote of the Board of Directors for personal conduct deemed to be detrimental to the objectives and rules while engaged in association activities or conduct otherwise damaging to the Pioneer Posse and/or its members.

### Article III Dues

#### Section 1

- A. The fiscal year of this association shall be from January 1 to December 31 of any year.
- B. Dues for membership in this association, exclusive of honorary membership, shall be proposed by the board of directors no later than the October board meeting of any given year and voted on by the board at the December board meeting of the same year.
- C. All dues are payable on or before January 1 or at the time the applicant joins the association, there is no proration of dues depending on date of joining.
- D. No person shall have the privilege of participating in any of the activities of or hold office in this association until all fees or dues have been paid. Any person(s) caught or reported using the Milton-Freewater Pioneer Posse facility without a current and in good standing membership, shall be considered to be trespassing and may be reported to law enforcement for prosecution.

### Article IV Officers and Directors

#### Section 1

The association shall be governed by a Board of Directors composed of thirteen members of the association. The board shall consist of four officers and nine additional directors, one of which shall be the immediate past president.

The officers of this association shall consist of the President, Vice President, Secretary, and Treasurer, who are elected annually, shall be elected by the majority vote of the ballots cast at the Annual Business Meeting. The elected officers and the immediate past president shall constitute the Executive Committee.

The balance of the directors shall consist of eight members of the association. In addition to the elected positions, any designated voting honorary member in attendance shall be considered a board member with same privileges as elected members. Should the President be reelected, then the immediate past president shall remain an active board member until a new President is elected. Should the immediate Past President resign or not be able to fulfill the duties of the position, an additional director will be elected for a one-year term. The director positions will be numbered 1 (one) through 8 (eight) and elected each year alternately to two (2) year terms. Odd numbered board positions will be elected in odd number years and even numbered board positions will be elected in even number years.

## Section 2

President duties: (a) to preside at all general meetings, board meetings, and all other meetings of this association; (b) appoint such committees as he/she may deem necessary from time to time; (c) perform all duties pertaining to the office of President.

## Section 3

Vice-President duties: to perform the duties of the President in their absence or in their inability to serve.

## Section 4

Secretary duties: (a) keep accurate records of all board and general meetings of the association including attendance; (b) have custody of all records, papers, and property of this association; (c) shall deliver all to the successor of this office within ten (10) days following election.

## Section 5

Treasurer duties: (a) to keep accurate records and have charge and custody of all funds and pay out same upon or order of the board of directors. The Treasurer shall report annually to the association a recap of the past years' income and expenditures activities. The Treasurer shall have custody of all financial records and shall deliver all records, funds, and the safe deposit key if applicable to the successor of this office within ten (10) days following the election. (b) The Treasurer shall submit all banking records, by January 30<sup>th</sup> of each year, to a Tax Firm selected by the board.

## Section 6

In case of resignation of an officer, or board director, the board has the power to appoint a member in good standing to fill the office. Any officer or director who is absent two (2) consecutive meetings without valid reason shall automatically be dropped from the Board of Directors. The Board of Directors shall then appoint a new director to fill this vacancy for the unexpired term of that directorship.

## Section 7

It shall be the duty of the Board of Directors to: (a) authorize the Treasurer to administer payments for extraordinary expenses not to exceed \$500.00 without board approval, with all expenses being reported at the next board meeting; (b) have general supervision and direction of the affairs of the association; (c) audit all bills against the association; (d) fill any and all vacancies which may occur among the officers (e) be actively involved in all events held at the Pioneer Posse Grounds where labor is needed.

## Article V Audit/Financial Review

The President shall appoint a financial review committee consisting of him/her and two (2) additional association members who are not members of the executive board or currently a board of director. The treasurer shall also make him or herself available to the committee to provide any information or documents requested. The committee shall conduct the annual review of Pioneer Posse income, expenses, and banking information. Specific responsibilities include, but are not limited to the following:

1. The committee shall obtain a standard written procedure for conducting a review.
2. To conduct the association's annual review, in accordance with the bylaws, prior to the Annual Meeting.
3. To report review results to the membership at the Annual Meeting.
4. To inform the Board of Directors as soon as possible of bookkeeping errors or deficiencies or other problems found during the review.
5. To compile a written report of the findings during any review to be submitted to the secretary for historical documentation.

## Article VI Election of Officers & Directors

The President shall appoint a nominating committee of 3 members to solicit at a minimum of four (4) persons from the Pioneer Posse membership for the office of directors and one (1) member for each named office. These names shall be voted upon by the general membership at the annual meeting.

## Article VII Meetings

### Section 1

The regular board meeting of this association shall be held the first Tuesday of each month at a site designated by the President. All members are welcome to attend, but only officers and directors will be allowed to vote. Should the prescribed meeting date need to be changed, the President shall contact (telephonic or electronic) the members of the Board of Directors for approval. If the prescribed meeting is changed, then the President should use all means reasonably available to notify the membership.

### Section 2

The annual dinner meeting of this association shall be held within the first quarter of each the year for the purpose of election of officers. Must be a paid member to vote.

### Section 3

Special meetings of the association may be called by the Board of Directors or upon petition by 25% of the active membership of the association. Any matter which is to be presented to the members at large may be done through referendum by mail or email.

## Article VIII Quorum

### Section 1

A quorum for any purpose of this association shall be made up of 2/3 of the board members at a board meeting. (A minimum of nine votes toward an issue will be necessary for a vote)

### Section 2

A quorum at the annual meetings will be 2/3 of the membership present.

## Article IX Amendments

The constitution and bylaws may be amended at any annual or special meeting of the association by a 2/3 majority vote of those present, provided that all active members have been duly notified seven (7) days prior to the meeting.

## Article X Governing & Standing Rules

### Section 1

The proceedings of the association shall be governed by and conducted according to the latest edition of Roberts Manual of Parliamentary Rules.

### Section 2

The Board of Directors shall make, modify, and approve Standing Rules of the association. These rules shall be used to facilitate and govern all association events, board of director and membership code of conduct and ethics, and animal welfare.

## Article XI Location of Association

The proceeds of the association and place of business of the Pioneer Posse shall be at 84581 Highway 11 Milton-Freewater, Oregon. Mailing address is P.O. Box 478, Milton-Freewater, OR 97862

### Article XII Suspension of Membership

Any member may be suspended, and all dues and benefits forfeit if deemed guilty by the Board of Directors of actions contrary to the standing rules, aims and well- being of this association.

### Article XIII Incorporation

This association was incorporated on September 11, 1950 in the State of Oregon as a nonprofit corporation, organized and formed under the pursuant to the laws of the State of Oregon. The name assumed by this association: The Milton-Freewater Pioneer Posse. The place of business is Milton Freewater, Oregon. The object, business or pursuit of this corporation described as follows:

*Members presenting the articles and in whose name the corporation lies are: Bill Harder, WW Groom, Barney Barnes, Arch Demaris, and R.H. Harrington, the President and board of directors for 1950.*

### Article XIV Surplus Funds & Dissolution

The Association is not organized for monetary profit and shall have no power to declare dividends. No part of any income shall accrue to the benefit of any member, or any private persons.

In the event of disssolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in the Internal Revenue Code and which has established its tax exempt status under that section.