



Back Country Horsemen of Missouri

By Laws

Updated 06/10/2023

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BACK COUNTRY HORSEMEN OF MISSOURI BY-LAWS

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The proponent of this document is the membership of the Back Country Horsemen of Missouri as administered by the Board of Directors.

BY LAWS
BACK COUNTRY HORSEMEN OF MISSOURI, INC.
As amended June 10, 2023

REFERENCES

1. Missouri Revised Statutes, Chapter 355, Not-For Profit Corporation Law, as amended.
2. Constitution of the Back Country Horsemen of America, 8 February 1991, as amended.

ARTICLE I: NAME

The name of this organization shall be Back Country Horsemen of Missouri, hereinafter referred to as BCHMO, and shall be incorporated under the laws of the state of Missouri as a mutual benefit, not-for-profit Corporation. BCHMO is a 501(c)(3), Public Charity, organization.

ARTICLE II: PURPOSE

1. Purpose:

- To perpetuate the common sense use and enjoyment of horses in America's back country and wilderness.
- To work to insure that public lands remain open to recreational stock use.
- To assist the various government and private agencies in their maintenance and management of said resource.
- To educate, encourage and solicit active participation in the wise use of the back country resource by horsemen and the general public commensurate with our heritage.
- To foster and encourage the formation of new backcountry organizations.

2. Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III: MEMBERSHIP

1. Membership shall be open to any individual, family, organization, or business interested in promoting the purposes listed in Article II. Membership will be from January 1st to December 31st, i.e., the calendar year.
2. Types of membership shall be individual, family and associate; the latter category to be comprised of businesses and organizations.
3. BCHMO membership dues will include membership dues in the Back Country Horsemen of America. Dues shall be set by the Board of Directors.
4. Annual membership meeting shall be held the first weekend in November at a time and place designated at least 60 days in advance. The date may be changed by the majority vote of the Board of Directors on an annual basis if the first weekend in November causes a conflict with the best interests of membership attendance. Other meetings may be held as designated by the Board of Directors or at the request of the membership and as described herein.

ARTICLE IV: VOTING

1. Each individual membership in good standing shall be entitled to one (1) vote, each family membership in good standing shall be entitled to two (2) votes and each associate membership in good standing shall be entitled to one (1) vote and associate members must, at the time of application and/or renewal, designate one (1) person to vote, on all matters during the annual membership meeting and other meetings of the membership.

2. All meetings including the annual membership meeting in which items will be submitted to the membership for their vote must be scheduled and announced 60 days in advance, unless specifically stated otherwise in these by-laws.
3. A simple majority of members in good standing present at the meeting shall be required to pass resolutions, approve action and other items except as pertains to amendment of these Bylaws, which is provided for herein.

ARTICLE V: ORGANIZATIONAL AUTHORITY

1. The Board of Directors shall have the fiduciary responsibility to the membership for the overall direction and function of this organization. The Board shall approve all policy formulation, the annual budget, allocation of resources and set organizational philosophy in accordance with the stated purpose of the organization and membership direction through accepted resolutions.
2. No member may be a Director if related to another Director by consanguinity or affinity.
3. The authority and responsibility to sign contracts and legal documents on behalf of the organization, based on Board approval shall be vested in the Chairman, BCHMO Board of Directors, and in their absence or incapacity, transfers to the Vice Chairman, Board of Directors until such time as the Chairman may resume their duties, or a new Chairman is elected by the Board.

ARTICLE VI: BOARD OF DIRECTORS

1. The Board of Directors shall consist of one Director from each Chapter who are voting members of the organization in good standing, and designated by the Chapter.
2. Each Chapter shall designate one (1) Director and one (1) Alternate Director for the term of one (1) year to commence immediately following the conclusion of the Annual Membership Meeting.
3. Immediately following the annual designation of Directors, the Board of Directors will elect a Chairman, Vice Chairman, Secretary and Treasurer from the designated Directors. The Chapter whose Director is elected Chairman shall promote the Alternate Director to Director and designate a new Alternate Director.
4. All Directors shall have voting rights, except the Chairman, who shall vote only in a tie.
5. The Board of Directors shall meet not less than four (4) times annually.
6. Quorum to conduct business shall be Director representation from fifty percent (50%) of Chapters.
7. All meetings of the Board of Directors shall be open to the membership. The Board, at its discretion, may recess to executive session for the purpose of addressing matters which deal with personnel issues and/or preliminary business or legal negotiations in which premature disclosure would be harmful to the organization.
8. Designation of BCHA National Board of Directors. The two (2) National Board Directors shall consist of the Chairman and the Board of Directors will appoint a National Director and an alternate. In the event that personal circumstances might prevent the designated national directors and/or the alternate from fulfilling the required duties, the Board of Directors shall have the option of appointing other individuals deemed qualified.

ARTICLE VII: OFFICERS

1. Officers of BCHMO shall be Chairman, Vice Chairman, Treasurer and Secretary. Officers will be elected from and by the members of the Board of Directors as defined in Section 3, Article VI.
2. The term of office for these officers shall be one year commencing immediately following election.
3. Officers shall be elected by the majority vote of the Directors present at the initial Board of Directors meeting following the Annual Membership Meeting.

4. It shall be the duty of the Chairman to preside at all Board of Directors meetings, the Annual Membership Meeting and other meetings as pertains to the organization and members, to conduct the day-by-day business of the organization, insure that appropriate BCHMO representation is present at government and other public functions, appoint such Standing and Ad Hoc Committee Chairs as mentioned herein, promote membership in chapter and affiliate groups, and is the official spokesperson of the organization, and other functions as necessary to facilitate the operation of this organization.

5. It shall be the duty of the Vice Chairman to preside upon meetings and the organization in the absence of the Chairman, coordinate and facilitate Standing and Ad Hoc Committee functions as an ex-officio member and perform other duties as designated by the Chairman. In the event the Chairman is unable to complete their term, the Vice Chairman will assume the duties as Chairman. Should the Vice Chairman be unable to complete their term, the Board of Directors will elect a replacement to fill the unexpired term of office.

6. The Treasurer shall keep and disburse all funds of the organization, maintain written accounting records of such which will be open to any member in good standing, be a signatory of the organization for financial instruments, provide periodic reports to the Board of Directors, etc. All funds shall be deposited in a bank account.

The Treasurer shall arrange for an annual audit of the financial records by another Director and one member in good standing that is not a Director and submit such plan for approval to the Chairman.

The Treasurer will prepare and submit income tax returns as required to the Missouri Department of Revenue and Internal Revenue Service. The Treasurer shall be responsible for the annual renewal of the Not-for-Profit Corporation status with the Missouri Secretary of State, renewal of the use and sales tax exemption status with the Missouri Department of Revenue, and other necessary corporate reports for not for-profit status.

The Treasurer shall be responsible for the submission of appropriate annual membership dues to the Back Country Horsemen of America, Inc.

7. The Secretary shall issue notices, record, and keep the minutes of all meetings, shall maintain membership rolls and send renewal notices and receive, distribute and answer correspondence for the general business of the organization.

The Secretary shall be responsible for the accuracy and maintenance of permanent legal records in accordance with state statutes. The Secretary shall have available to the Board of Directors a comprehensive paper or electronic copy of these documents on an annual basis at least 30 days prior to the Annual Membership Meeting.

In conjunction with the Treasurer, the Secretary will prepare and submit such membership information as required by the Back Country Horsemen of America, Inc. to insure membership enrollment in the national organization.

ARTICLE VIII: ELECTIONS

1. Officers shall be elected by the majority vote of the Directors present at the initial Board of Directors meeting to be held at the conclusion of the Annual Membership Meeting.

2. Voting shall be by secret ballot for candidates placed in nomination during the meeting.

ARTICLE IX: REMOVAL AND RECALL

1. Any Officer may be recalled by the Board of Directors for actions and/or behavior not in the best interest of the organization.

2. Recall action may be initiated through a petition submitted to the Officers containing the signatures of a majority of the current Directors.

3. Under Missouri statute, recall can occur only at a meeting called for that purpose. The meeting notice must state that the purpose or one of the purposes of the meeting is recall of the Officer. Directors shall receive 30 days written notice of this recall proposal.

A special meeting of the Board of Directors must be scheduled by the Board of Directors unless a scheduled Board of Directors meeting is to be held within 60 days.

4. All recall action of elected Officers, by Missouri state statute with or without cause, can only be accomplished by the vote of the electing body (Board of Directors); such shall require a two-thirds (2/3) majority vote of those Directors present at the aforementioned meeting.

5. A Director may be removed by that Director's chapter at any time. The Alternate Director shall finish the removed Director's term and a new Alternate Director shall be designated. A notification of removal and the new Alternate shall be furnished to the Chairman and Secretary immediately following such action.

ARTICLE X: COMMITTEES

1. Chairmen of the Education, Service, Publications and Public Lands Standing Committees, plus all Ad Hoc Committee Chairs shall be appointed by the Chairman, subject to the approval of the Board of Directors.

2. It is recommended, but not required, that Directors be considered for the Committee Chairs of standing committees.

3. The Vice Chairman is an ex officio member of all Committees and shall insure effective communication and coordination between such.

4. The membership of Standing or Ad Hoc Committees shall be at the discretion of the specific Committee Chair, with advice from the Chairman and approval of the Board of Directors.

5. Standing Committees and duties are as follows:

A) Publications: Primary responsibility is for publication of a newsletter in which pertinent information will be disseminated to the membership. Additional duties include creation, publication and annual review of other organizational literature and pamphlets. The BCHMO Board Chairman is the duly appointed spokespersons of the organization unless otherwise delegated and approved by the Board of Directors.

B) Education: Committee duties shall include ongoing awareness of pertinent issues with dissemination of information to Board of Directors, Officers and membership. Additional duties may include coordination with other Standing or Ad Hoc Committees on pamphlets, formation of workshops, trail construction and maintenance guides, etc.

C) Service: Committee shall promote, organize, tabulate and direct, as necessary, ongoing volunteer contributions. This committee shall create and periodically review a formula and related forms for such tabulation in a manner consistent with Back Country Horsemen of America policy and prepare an annual report to the Board of Directors.

D) Public Lands: The Committee shall take action to be placed on the public information distribution list for all federal and state land managers. Committee shall establish contact with appropriate officials at all federal and state land managers' agencies. Committee will coordinate appropriate representation at public meetings addressing pertinent issues. Committee shall review material related to equestrian access, research issues as necessary and make recommendations to the Board of Directors on proposed policy and statements.

6. Committee Chairs will prepare and provide written reports prior to the Board of Directors meetings, Annual Membership Meetings and as required by the Board of Directors. There shall be at least one face-to-face meeting of these committee members annually, scheduled with at least 30 days' notice, open to all BCHMO members. Minutes of all Committee meetings will be recorded and submitted to the Vice Chairman. A copy will be submitted to the Secretary for BCHMO legal records.

ARTICLE XI: MEETINGS AND PROTOCOL

1. All meetings will be conducted in accordance with Robert's Rules of Order. Minutes must be recorded, reviewed and approved. Copies of all minutes will be submitted to the Secretary for inclusion in BCHMO legal records.
2. For all Board of Directors meetings, a quorum to conduct business shall be Director representation from fifty percent (50%) of Chapters. For all member meetings, a quorum shall be the members in attendance.
3. Meetings required herein are regular meetings. All other meetings are special meetings. Special meetings may be called by the Chairman, Board of Directors, the majority vote of the Board of Directors, the unanimous decision of the Officers, or by the membership as described below. All regular and special meetings scheduled are open to any member in good standing.

A special meeting of the membership may be initiated by a petition signed by 5% of the voting members outlining the purpose or purposes for which it is to be held and delivered to any Director. The Board will have 30 days to determine whether the five- percent requirement has been met. If so, the Board must convene a meeting of the membership in a timely manner. Failure to do so within 30 days permits any person signing the demand to set the time and place of the desired special meeting.
4. Board of Directors action may be taken without a meeting if the action is taken by all members of the Board. Each Board member must give written consent to this approach, i.e., an action without a meeting. "Written consent" shall include emailed agreement with the Directors name clearly present in the text of the communication.

Voting on proposed issues is a separate event with approval requiring the same Director majority necessary in a formal meeting. Directors may consent to the approach, i.e., action without a meeting, without indicating support/non-support of any issue being considered. Such decision must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the legal records.
5. Special meetings of the Board of Directors may be conducted by conference call if all Directors receive at least 3 business days' notice in advance.

ARTICLE XII: VACANCIES BOARD AND OFFICERS

1. Resignation of Directors or Officers shall be written and shall be delivered in person, by mail or electronically. They shall be effective upon receipt by either the Chairman or Vice Chairman of the Board of Directors.
2. The Board of Directors, by majority vote, may fill vacancies of the Officer positions (except that of Chairman as indicated below) due to resignation, removal, or recall. An exception would be the office of the Chairman in that the Vice Chairman would succeed to that office; the Board would fill the Vice Chairman position.

ARTICLE XIII: ACCESS TO RECORDS

1. Membership lists or any part thereof shall not be released without the consent of the Board. Actual or suspected commercial use or solicitation of money from the membership list and any part thereof by any member may be cause for the denial of request and suspension of membership privileges for a time to be determined by the Board.
2. Members desiring access to any BCHMO legal records except financial must provide a written request to the Board of Directors describing with detail the purpose and the exact records. The records must be connected with that stated purpose. If copies are desired, a fee commiserate with the related expense may be charged.

Unless the member in accordance with Missouri Revised Statutes, Section 355.826 has paid over 50% of the operating expenses, the request may be denied by the Board.
3. Upon written request, a member shall be provided the latest annual financial statement that includes a balance sheet as of the end of the fiscal year and statement of operations for the year. Written request must be directed to the Treasurer. Postage and a handling fee may be applied.

ARTICLE XIV: CORPORATE ADDRESSES

1. The registered office of BCHMO is listed on the Articles of Incorporation or the most current annual report to the Missouri Secretary of State shall be the residence of the Chairman, Board of Directors, unless otherwise stipulated by the Board.
2. The principal office of BCHMO shall be either the residence of the Chairman or the Secretary of the Board of Directors, such to be determined by the Board of Directors from time to time, unless otherwise stipulated by the Board.
3. It shall be the responsibility of the Secretary to ensure that the addresses of these offices are current with the Secretary of State, other governmental agencies, and the Back Country Horsemen of America, Inc.

ARTICLE XV: LEGAL RECORDS

1. Permanent records shall include minutes of all membership and Board of Director meetings, all records of action taken without a meeting, the records of all committee actions, all financial records, and membership listing which indicate the number of votes per different membership class.
2. All records will be maintained in a form which can be easily converted into written format.
3. BCHMO will maintain the following records at its principal office: a) articles of incorporation and all amendments currently in effect; b) bylaws or restated bylaws with all amendments currently in effect; any resolutions passed by the Board of Directors relating to the membership including voting and other rights; c) minutes of all meetings for the past 3 years; all written communications to the members including the newsletter within the past 3 years; names and addresses of current Directors and Officers; most recent annual report to Secretary of State; and financial statements of all income and expenses for the past 3 years.

ARTICLE XVI: AMENDMENTS/CHANGES

1. These By-Laws are subordinate to the Missouri statutes governing not-for-profit organizations and, the bylaws of the Back Country Horsemen of America, Inc. The Board of Directors shall insure that these bylaws are in compliance with the above authorities. Changes so necessitated will be made by the Board of Directors and presented at the next Annual Membership Meeting as an information item, i.e., not subject to vote of the membership.
2. Other amendments and/or changes to the By-Laws must be in writing and approved by a two-thirds majority vote of the Board of Directors prior to submission to the membership for final approval.

Written notice must be provided to the membership indicating that changes and/or amendments to the bylaws is the purpose or one of the purposes of the meeting at least 30 days prior to the meeting. That notice must be accompanied by a copy of summary of the amendment and/or change. Voting will be in accordance with the procedure outlined in Article VII (4) of these Bylaws. Approval of proposed changes and/or amendments requires a two-thirds vote of the members present.

3. Amendments and/or changes may be initiated by the two-thirds vote of the members present at a regular or special meeting or by written petition of 20% of the current membership or 50 members, whichever is least. Proposed amendments and/or changes must be submitted in writing to the Chairman, BCHMO Board of Directors.

Final approval of these proposed amendments and/or changes will be subject to vote of the membership at a later date, either at a regular scheduled or special meeting. Written notice and other procedure shall be as outlined in the previous section for action initiated by the Board of Directors.

4. Amendments and changes necessary to ensure compliance with Missouri statutes or the Back Country Horsemen of America, Inc. will be enacted by the Board of Directors. Other amendments or changes must follow procedure outlined herein prior to the Annual Membership Meeting. Finalized bylaws must be ratified by a two-thirds vote of the members at the Annual Membership Meeting, and such amendments shall become effective upon ratification.

ARTICLE XVII: POLICY AND PROCEDURE MANUAL

The Board of Directors shall be responsible for the establishment and maintenance of a current written manual which will contain policy decisions and other directives of the Board. This manual will contain the policies on the expenditure amount that can be authorized by the Chairman, liability insurance, and tabulation formula on volunteer efforts, current membership dues structure, BCHMO membership in other organizations, Board positions on ongoing issues, newsletter, and other policy or procedure requirements of the organization.

This manual shall be utilized for those decisions and/or actions that may be changed and/or enacted without necessitating amendment and/or change to these Bylaws.

ARTICLE XVIII: INDEMNIFICATION

The Board of Directors shall provide liability insurance for the indemnification of its Directors, Officers and other agents when the Treasury reaches a predetermined level commensurate with Missouri State Statutes governing not-for-profit organizations. Other indemnification shall be in accordance with Missouri statute 355.471.

ARTICLE XIX: DISSOLUTION

Dissolution of this organization will require a two-thirds majority vote of all members present at a special meeting held for such purpose. Written notice outlining this proposal must be provided to all members 30 days in advance of the meeting. Voting will be by secret ballot described herein. This meeting may be called as described herein as a special meeting by the Board of Directors, Officers or members.

Assets owned or held by BCHMO will be distributed to Back County Horsemen of America, Inc. after all creditors have been paid.

ARTICLE XX: ELECTRONIC MAIL

The term written contained herein shall be defined to include electronic mail. Electronic mail, either email or fax, may be utilized in lieu of the postal service in the delivery of meeting notices and other organizational exchanges. Postal service mail must be utilized for those members who do not possess electronic mail capability.

ARTICLE XXI: CHAPTER FORMATION

1. Requirements: Subunits known as chapters may be formed by Back Country Horsemen of Missouri members who fulfill the following requirements:
 - A. Chapters must be comprised of 15 or more members. Written membership list must accompany initial application.
 - B. All chapter members must be members of Back Country Horsemen of Missouri. Membership can exist prior to chapter formation or through the recruitment of new members with subsequent paid membership to Back Country Horsemen of Missouri.
 - C. Chapter must have a minimum of three elected officers.
 - D. Chapter shall designate one (1) Director and one (1) Alternate Director to serve as representative to the Board of Directors in accordance with ARTICLE VI, Section 2.
 - E. Chapters must agree in writing to abide by provisions of Missouri Revised Statutes, the requirements of Back Country Horsemen of America, the Back Country Horsemen of Missouri Bylaws and the provisions of the Back Country Horsemen of Missouri Policy and Procedure Manual.
2. Name: Name of the chapter shall be determined by majority vote of the chapter membership and must reflect a positive image of equestrians. Official title shall be _____ Chapter, Back Country Horsemen of Missouri.

3. Approval: Documentation of the previously stated requirements must be submitted in writing to the Board of Directors, Back Country Horsemen of Missouri, for review and official approval of the chapter.

ARTICLE XXII: CHAPTER DISSOLUTION

1. Chapter membership shall be reviewed annually by the Board of Directors, BCHMO. Failure to maintain the minimum chapter membership requirements will result in chapter probation for one year. Continued failure to meet membership requirements will necessitate Board of Directors' action, this could result in chapter dissolution.

2. Chapter members can elect to dissolve the chapter. Such action must be in accordance with Article XIX of these By Laws. Chapter assets owned or held by the involved chapter will be distributed to Back Country Horsemen of Missouri after all creditors have been paid.

Approved by Working Group/Interim Board on January 29, 2003

L. Gail Gartside, Chair
Working Group/Interim Board

Amended by Board of Directors on January 29th, 2003 per direction of BCHA in accordance with Article XVI (4)

L. Gail Gartside, Recording Secretary
Board of Directors

Final Approval by Membership with amendments at Second Annual Membership Meeting on November 9th, 2003

L. Gail Gartside, Recording Secretary

Approved by Board of Directors as an Action Without a Meeting Completed on March 17, 2004 in accordance with Article XVI (4)

L. Gail Gartside, Recording Secretary

Amended by Board of Directors on April 15th, 2004 per direction of BCHA in accordance with Article XVI (4)

L. Gail Gartside, Recording Secretary

Amended by Membership at Fourth Annual Membership Meeting on November 12th, 2005

Terry Thomas, Recording Secretary

Amended by the Membership at the Fifth Annual Membership Meeting on November 4, 2006.

Terry Thomas, Recording Secretary

Amended by the Membership at the Special Meeting on April 12, 2008 in accordance with Article III (4).

Bev Steveson, Recording Secretary
Board of Directors

Amended by the Membership at the Ninth Annual Membership Meeting on November 6, 2010.

Sherry Copeland, Recording Secretary
Board of Directors

Amended by the Membership at the Twelfth Annual Membership Meeting on November 2, 2013.

Sherry Copeland, Recording Secretary
Board of Directors

Amended by Internal Revenue Service Determination Letter, July 8, 2015.

Sherry Copeland, Chairman
Board of Directors

Amended by the Membership at the Special Meeting on March 18, 2017.
Sherry Copeland, Chairman
Board of Directors

Amended by the Membership at the Annual Meeting on November 6, 2021.
Becki Krueger, Chairman
Board of Directors

Amended by the Membership at the Special Meeting on June 10, 2023.
Becki Krueger, Chairman
Board of Directors