

BACK COUNTRY HORSEMEN OF IDAHO

BYLAWS*Book 1 of the BCHI Governance System*

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About:**PERMANENT NUMBERING STANDARD**

Book 1 uses Articles I-X with consecutively numbered sections. Identifiers are permanent and shall not be reused. When a provision is repealed, its identifier is retired; new material receives the next available identifier within the applicable subject group.

The Bylaws serve as the governing constitution of BCHI. They establish the organization's legal structure, authority, membership framework, and fundamental governance principles under which all other governing documents operate.

The Bylaws are BCHI's foundation. They define who we are, how we're structured, and the basic rules that guide how the organization is governed. All other documents must follow the Bylaws.

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ARTICLE I — NAME, INCORPORATION, PURPOSE, AND AUTHORITY

Section 1. Name

The name of this organization shall be Back Country Horsemen of Idaho (BCHI), an Idaho nonprofit corporation.

Section 2. Incorporation

BCHI is incorporated under the Idaho Nonprofit Corporation Act and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3. Authority

Except for powers specifically reserved to the membership in these Bylaws, the corporate authority of BCHI shall be exercised by the Board of Directors between meetings of the membership.

Section 4. Fiscal Year

The fiscal year of BCHI shall be established by the Board of Directors. (see policy 604)

Section 5. Governing-Document Hierarchy

BCHI shall be governed according to the following order of authority:

1. Applicable federal and Idaho law;
2. BCHI Articles of Incorporation;
3. BCHI Bylaws;
4. BCHI Rules of Order;
5. BCHI Policies;
6. BCHI Procedures; and
7. BCHI Forms and operational guides.

Each lower-level governance document shall be consistent with every higher-level authority. In the event of a conflict, the higher-level authority controls.

No policy, procedure, form, operational guide, Board action, officer action, committee action, or chapter action may amend, override, or circumvent a higher-level authority.

The Board may approve administrative forms and operational guides, but those instruments may implement existing authority only and shall not independently create or expand governance authority.

Division — Objects And Purposes

Section 6. Purpose

BCHI is organized to:

- Promote the responsible use of horses and stock animals in Idaho's backcountry and wilderness areas.
- Work to keep public lands open to recreational stock use.
- Assist land management agencies.
- Educate members and the public regarding safe and ethical backcountry use.
- Support and foster affiliated chapters within Idaho.

No part of the net earnings shall inure to the benefit of any private individual.

ARTICLE II — NON-DISCRIMINATION AND MEMBERSHIP

Section 1. Statement

BCHI shall not discriminate in membership, governance, or programs on the basis of race, color, religion, gender, sexual orientation, age, national origin, or disability.

BCHI shall comply with all applicable state and federal non-discrimination laws.

Division — Membership

Section 2. Eligibility

Membership is open to any person or family supporting the purposes of BCHI and agreeing to abide by its governing documents.

Membership is a privilege and may be denied, suspended, or terminated for cause under procedures established in the Rules of Order.

Section 3. Classes of Membership

BCHI shall have the following classes:

1. Individual Membership
2. Family Membership
3. Non-Affiliated Membership

The Board of Directors may establish administrative procedures in the Rules of Order.

Section 4. Individual Membership

An Individual Membership consists of one person.

Rights and privileges:

- Participation in BCHI activities
- Eligibility to hold office if otherwise qualified
- Voting through chapter delegate representation

Counted as one membership unit.

Section 5. Family Membership

A Family Membership consists of two adults residing in the same household and their dependent minor children.

Rights and privileges:

- Adult members may participate
- Adult members may hold office
- Voting through chapter delegate representation
- Each adult counted as one membership unit

Counted as one membership unit.

Section 6. Non-Affiliated Membership

Held directly with the State organization.

May:

- Participate in activities
- Receive communications
- Serve on committees at Board discretion

May NOT:

- Vote in chapter matters
- Serve as chapter delegate
- Hold elected state office unless affiliated with a chapter

Non-Affiliated Members are not counted for delegate apportionment or quorum.

Section 7. Dues

Dues amounts and procedures shall be established in the Rules of Order.

Dollar amounts shall not appear in the Bylaws.

Section 8. Membership Year

The membership year shall run from January 1 through December 31.

Section 9. Good Standing

Members are in good standing when dues are paid and no disciplinary action is pending.

Section 10. Non-Transferability

Memberships are non-transferable.

Section 11. Resignation

Members may resign in writing or electronically.

Dues are non-refundable unless authorized by policy.

ARTICLE III — MEMBERSHIP AUTHORITY AND RESPONSIBILITIES

Section 1. Supreme Authority

The voting authority of BCHI shall be exercised exclusively through duly selected chapter delegates assembled at a properly called Annual Convention or authorized membership meeting.

Section 2. Authority of the Membership (Delegates)

The ultimate governing authority of BCHI resides with the membership and shall be exercised exclusively through duly certified delegates assembled at a properly called Annual Convention or authorized membership meeting.

The delegates shall have exclusive authority to:

- (a) Adopt, amend, repeal, or replace the Bylaws;
- (b) Elect and remove officers of BCHI and elected National Directors;
- (c) Approve any merger or dissolution of BCHI;
- (d) Approve any fundamental change to BCHI's purposes, governance structure, chapter representation, or delegate voting rights; and
- (e) Exercise any power that applicable law, the Articles of Incorporation, or these Bylaws reserve to the members.

The Board of Directors shall not exercise or delegate any power reserved to the delegates by this Section.

Section 3. Authority of the Board of Directors

The Board of Directors shall have authority to manage the affairs and operations of BCHI between meetings of the delegates, subject to these Bylaws and actions adopted by the delegates.

The Board of Directors shall:

- (a) Implement and carry out the decisions of the delegates;
- (b) Adopt and administer policies and procedures consistent with these Bylaws;
- (c) Oversee financial management and organizational administration;
- (d) Coordinate and support the activities of affiliated chapters; and
- (e) Exercise such powers as are necessary for the ongoing operation of BCHI.

Section 4. Limitations on Board Authority

The Board of Directors shall not take any action that is inconsistent with these Bylaws or with actions adopted by the delegates.

The Board shall not adopt, amend, repeal, or replace these Bylaws. The Board may authorize only the non-substantive administrative corrections described in Article X, Section 4, which are not amendments.

Section 5. Delegation of Authority

The Board of Directors may delegate operational responsibilities to officers, committees, or other authorized individuals, provided that such delegation does not transfer or diminish the authority reserved to the delegates under these Bylaws.

Section 6. Relationship of Authority

In the event of any conflict between actions of the Board of Directors and actions adopted by the delegates, the actions of the delegates shall prevail.

ARTICLE IV — DELEGATE MEETINGS, REPRESENTATION, VOTING, AND QUORUM

Section 1. Annual Meeting

An annual meeting of the members shall be held at a time and place designated by the Board of Directors.

Section 2. Special Meetings

Special meetings may be called by the President or by petition of at least 10% of members.

Section 3. Notice

Notice of meetings shall be provided at least 14 days in advance.

Section 4. Establishment of Quorum

A quorum for an Annual Convention or authorized membership meeting exists only when both of the following requirements are met:

- (a) A majority of all affiliated chapters in good standing are represented by at least one (1) duly certified delegate participating in person or through authorized electronic means; and
- (b) A majority of the total authorized delegate positions of BCHI are represented by duly certified and seated delegates.

Section 5. Total Authorized Delegate Positions

The total authorized delegate positions shall be calculated using the number of delegates allocated to each affiliated chapter in good standing under Article V, Section 7. The total shall not be reduced because a chapter fails to appoint delegates, a delegate fails to attend, or an authorized position is vacant or unfilled. No chapter may have more than eight (8) delegates seated or counted for quorum.

Section 6. Certification and Seating

Only delegates properly certified by their chapters and accepted through the credentials process may be seated and counted toward the delegate-representation requirement in Section 4(b) of this Article.

Section 7. Cumulative Requirements

The chapter-representation requirement in Section 4(a) and the delegate-representation requirement in Section 4(b) are independent and cumulative. Both must be met simultaneously to establish and maintain quorum.

Section 8. Loss of Quorum

If quorum is lost during a meeting, no binding business may be conducted except to recess, adjourn, or take measures to reestablish quorum.

Section 9. Determination of Quorum

Before business is conducted, the Credentials Committee shall report the total number of affiliated chapters in good standing, total authorized delegate positions, number of chapters represented, number of delegates certified and seated, and whether quorum is present.

Section 10. Voting

Voting shall be exercised exclusively by duly certified and seated chapter delegates. Voting may occur in person or through authorized electronic means as provided in the Rules of Order. Proxy voting is not permitted.

An Annual Convention or authorized membership meeting may be conducted in person, entirely through electronic means, or in a hybrid format when authorized by the Board of Directors and stated in the meeting notice. The method used must permit participants to hear and be heard substantially concurrently, permit verification of each delegate's identity and voting eligibility, and provide a reliable means to determine presence, quorum, and voting results. A delegate participating through an authorized electronic method is deemed present in person.

ARTICLE V — CHAPTERS AND CHAPTER GOVERNANCE

Section 1. Authorization and Formation

BCHI chapters may be formed with approval of the Board of Directors and must comply with state law and BCHI Bylaws.

Section 2. Chapter Bylaws

Chapters shall maintain bylaws consistent with BCHI minimum standards.

Section 3. Chapter Officers

Each chapter shall elect officers as defined in its bylaws.

Section 4. Reporting Requirements

Each chapter shall submit the reports required by BCHI as a condition of continued affiliation and good standing. The Board of Directors may establish reasonable chapter-reporting requirements by policy consistent with these Bylaws. Report contents, forms, submission methods, deadlines, review, custody, and retention shall be governed by applicable policies and procedures.

Section 5. Chapter Relationship, Status, and Authority

Each recognized chapter is an affiliated component of BCHI and participates in BCHI governance through the representation provided in these Bylaws. Subject to applicable law and BCHI's governing documents, each chapter may manage its own local membership, officers, meetings, finances, projects, programs, and other local affairs within the authority granted by its chapter bylaws and by BCHI.

Affiliation with BCHI does not, by itself, establish that a chapter is a separate legal entity or a separate tax-exempt organization. A chapter shall be treated as a separate legal or tax entity only when that status is established by its articles or other organizing documents, governmental filings, tax determination or authorization, and any applicable written agreement with BCHI. Unless expressly authorized in writing, a chapter shall not use BCHI's employer identification number, claim coverage under BCHI's tax-exempt status, or represent that BCHI is responsible for the chapter's debts, taxes, contracts, or other obligations.

No chapter, chapter officer, member, committee, or representative may, without authority documented in BCHI's official records:

- (a) Enter into an agreement, incur an obligation, make a commitment, or otherwise bind BCHI;
- (b) Use BCHI's name, marks, credit, tax status, or organizational identity in connection with an unauthorized commitment; or
- (c) State or imply that BCHI or the Board of Directors approved, sponsored, guaranteed, or endorsed an action when such approval, sponsorship, guarantee, or endorsement was not granted.

Nothing in this Section prevents a chapter from accurately identifying itself as an affiliated chapter of BCHI or from acting within authority expressly granted by these Bylaws, an adopted policy, or a documented action or delegation of the delegates or Board of Directors.

Division — Delegates And Representation

Section 6. Chapter Representation

Each affiliated chapter in good standing shall be entitled to representation at the Annual Convention through duly certified delegates.

A chapter is in good standing if it:

- (a) Is recognized by BCHI;
- (b) Has submitted required reports; and
- (c) Has paid required dues.

Newly chartered chapters shall be eligible to appoint delegates upon maintaining continuous recognition as an affiliated chapter in good standing for not less than five (5) consecutive months immediately preceding the opening date of the Annual Convention.

Section 7. Delegate Apportionment

Each chapter shall be entitled to delegates as follows:

- (a) eight (8) delegates..

Section 8. Alternate Delegates

Each chapter may designate alternate delegates up to the number of its authorized delegates.

Alternate delegates shall be identified in advance through the credentialing process and may be seated only to replace an absent or unseated delegate.

An alternate delegate shall have full voting rights only while officially seated in place of a delegate.

Section 9. Certification and Credentials

All delegates and alternate delegates must be duly certified prior to being seated and recognized for purposes of quorum and voting.

Certification of delegates shall be conducted in accordance with policies adopted by the Board of Directors, including procedures for submission, verification, and reporting

A Credentials Committee appointed by the President shall review and verify delegate certifications and shall report the official list of certified and seated delegates to the assembly at the beginning of the convention and as updated during the proceedings.

Section 10. Voting

Each duly certified and seated delegate shall be entitled to one (1) vote on all matters brought before the Annual Convention or authorized membership meeting.

The voting body of BCHI shall consist exclusively of duly certified delegates.

Members in good standing may attend meetings and may be granted floor privileges in accordance with the Rules of Order but shall not be entitled to vote unless serving as a duly certified delegate.

Section 11. Quorum

Quorum shall be established and determined under Article IV, Sections 4 through 9.

Section 12. Vote Required

Unless a greater vote is required by applicable law, the Articles of Incorporation, or these Bylaws, ordinary action by the delegates shall be approved by a majority of the votes cast by duly certified delegates present and voting at a meeting at which a quorum is present.

The following voting thresholds apply:

- (a) Adoption, amendment, repeal, or replacement of the Bylaws requires a two-thirds (2/3) vote;
- (b) Adoption or substantive amendment of the Rules of Order requires a majority vote of the delegates;
- (c) Election of an officer requires a majority vote;
- (d) Removal of an officer elected by the delegates requires a two-thirds (2/3) vote;
- (e) Approval of a merger or dissolution requires a two-thirds (2/3) vote unless applicable law or the Articles of Incorporation require a greater vote; and
- (f) Suspension of the Rules of Order, limitation or closure of debate, and any other action expressly identified in these Bylaws or the Rules of Order as requiring a two-thirds (2/3) vote require a two-thirds (2/3) vote.

Section 13. Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall govern meetings of BCHI, except where inconsistent with these Bylaws.

ARTICLE VI — BOARD OF DIRECTORS

Section 1. Composition

The Board shall consist of:

- (a) Two Directors from each chapter, each of whom is a voting director;
- (b) One Alternate from each chapter, who is not a director while serving solely as an Alternate and who may vote only while officially replacing one of that chapter's Directors;
- (c) The Immediate Past President, who is a nonvoting ex officio participant unless separately serving in a voting-director position;
- (d) Two National Directors, each of whom is a voting director; and
- (e) The President, who is a voting director.

Section 2. Authority

The Board conducts the affairs of BCHI between meetings of the membership.

Section 3. Voting

Each voting director shall have one vote. No individual may cast more than one vote, even if the individual holds more than one position that otherwise carries voting rights.

An Alternate may vote and shall be counted as a director for quorum only while officially replacing an absent or vacant chapter Director position. The replacement shall be announced to the presiding officer and Secretary and recorded in the meeting minutes.

A nonvoting ex officio participant may attend, receive notice and materials, and participate in discussion, but shall not make motions, vote, or be counted in determining the number of directors in office or the presence of a quorum, unless the individual separately holds a voting-director position.

Section 4. Selection and Qualifications

Directors shall be selected by their respective chapters in accordance with the chapter's bylaws or governing procedures.

Each Director must:

- Be a member in good standing of a recognized BCHI chapter
- Remain in good standing throughout their term

Directors shall serve a term of one (1) year unless otherwise provided by chapter bylaws and may be reselected without term limitation.

A chapter may remove and replace its Director at any time in accordance with its governing procedures, provided written notice is submitted to the State Secretary.

Section 5. Vote Required

Unless a greater vote is required by applicable law, the Articles of Incorporation, these Bylaws, or the Rules of Order, ordinary action of the Board of Directors shall be approved by a majority of the votes cast by voting directors present and voting at a meeting at which a quorum is present.

Section 6. Fiduciary Duties and Conflicts of Interest

Each voting director and officer shall discharge all duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner reasonably believed to be in the best interests of BCHI, and in obedience to applicable law, the Articles of Incorporation, these Bylaws, and duly adopted decisions and governing documents of BCHI.

Each voting director and officer owes duties of care, loyalty, and obedience to BCHI; shall protect BCHI property and confidential information; and shall not use office, organizational assets, or organizational opportunities for improper personal benefit.

A voting director or officer shall promptly disclose any actual or potential conflict of interest before BCHI considers the affected matter and shall comply with applicable law and BCHI conflict-of-interest policy, including recusal when required. The minutes shall record the disclosure, the individual's participation or recusal, and the action taken by the disinterested decision-makers.

Section 7. Electronic Board Meetings and Voting

A regular or special meeting of the Board of Directors may be conducted in person, entirely through electronic means, or in a hybrid format when the meeting notice provides the information necessary to participate. The method used must permit all participating directors to hear and be heard substantially concurrently, permit verification of identity and voting eligibility, and provide a reliable means to determine presence, quorum, and voting results.

A voting director participating through an authorized electronic method is deemed present in person. Board action taken without a meeting is permitted only as authorized by applicable law and the Rules of Order and must be documented with the Board's permanent records.

ARTICLE VII — OFFICERS, NATIONAL DIRECTORS, AND COMMITTEES

Section 1. Officers

The officers of BCHI shall be:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer.

Section 2. Additional Positions Authorized

The Board of Directors may establish and appoint additional positions as necessary to carry out the work of BCHI. Such positions may include, but are not limited to, Public Lands, sawyers, Historian, Communications Coordinator, Membership Coordinator, or other roles deemed appropriate.

Individuals serving in such appointed positions shall not have voting rights at meetings of the Board of Directors or at meetings of the delegates unless they are also duly elected or appointed directors or are duly certified and seated as delegates.

Section 3. Nature of Appointed Positions

- Positions established under this Article are administrative in nature and shall not possess voting authority on the Board of Directors unless expressly provided in these Bylaws.

Section 4. Duties, Authority, and Accountability of Officers

Each officer shall:

- (a) Implement and carry out decisions lawfully adopted by the delegates and the Board of Directors;
- (b) Act only within the authority of the officer's office, the adopted budget, these Bylaws, the Rules of Order, applicable policies and procedures, and any delegation documented in the minutes or other official records of BCHI;
- (c) Not enter into an agreement, incur an obligation, make a commitment, or otherwise bind BCHI unless authorized by these Bylaws, the adopted budget, an applicable policy, or a documented action or delegation of the delegates or Board of Directors;
- (d) Not independently adopt, amend, suspend, waive, repeal, or replace any Bylaw, Rule of Order, policy, or procedure, except to propose a change for consideration by the body authorized to act on it;
- (e) Promptly disclose actual or potential conflicts of interest, refrain from participating when recusal is required, and discharge the fiduciary duties of care, loyalty, and obedience in accordance with applicable law and BCHI policy; and

- (f) Upon expiration or termination of office, promptly transfer to the successor or other custodian designated by the Board of Directors all BCHI records, accounts, funds, property, access credentials, and other organizational information or assets in the officer's possession or control.

Additional duties of officers and the duties and limits of appointed positions may be established in policies and procedures adopted by the Board of Directors, provided that they are consistent with these Bylaws and do not enlarge an officer's or appointee's authority beyond that lawfully granted.

Section 5. Eligibility and Good Standing

- All officers and appointed position holders shall be members in good standing of an affiliated chapter of BCHI and meet any additional qualifications established by policy.

Section 6. Terms

Officers shall be elected by the delegates at the Annual Convention.

Each officer shall serve a term of two (2) years.

To ensure continuity of leadership, officers shall be elected on a staggered basis as follows:

- (a) The President and Vice President shall be elected in the same year;
- (b) The Secretary and Treasurer shall be elected in the alternate year.

Terms of office shall begin at the close of the Annual Convention at which elected and shall continue until a successor is elected and qualified, unless earlier removed or resigned.

No individual may serve more than two (2) consecutive full terms in the same office.

Section 7. Vacancies

If an officer position becomes vacant before the expiration of the term, the Board of Directors shall elect a replacement by majority vote to serve for the remainder of the unexpired term.

Officers must be Directors in good standing at the time of election and throughout their term of office.

Section 8. Removal of Officers

An officer elected by the delegates may be removed, with or without cause, only by the delegates at a properly called Annual Convention or authorized membership meeting, provided that the meeting notice states that removal will be considered and the officer is given notice and an opportunity to be heard. Removal requires a two-thirds (2/3) vote of the votes cast by duly certified delegates present and voting at a meeting at which a quorum is present.

The Board of Directors may remove an officer whom the Board appointed to fill a vacancy, provided that the officer is given notice and an opportunity to be heard. Removal of a Board-appointed officer requires a two-thirds (2/3) vote of the entire Board of Directors.

Section 9. Election of Officers

1. Electing Authority

Officers of the Board of Directors shall be elected by the duly certified delegates at the Annual Convention, provided a quorum is present.

2. Nominations

Nominations shall be conducted as follows:

A Nominating Committee may present a slate of candidates;

Nominations shall also be accepted from the floor;

No second is required for nominations;

A nominee must consent to serve prior to election.

3. Method of Election

Election shall be conducted as follows:

1. Each office shall be elected separately;
2. Only Delegates at the annual convention may vote
3. Voting shall be by:
 - (a) Voice vote, unless contested; or
 - (b) Ballot or,
 - (c) if required by the Rules of Order;

Each duly certified delegate is entitled to one (1) vote per office;

Proxy voting is not permitted

4. Vote Required

A majority vote is required:

If no candidate receives a majority:

1. The candidate with the lowest number of votes shall be eliminated;
2. Additional ballots shall be taken until a majority is achieved.

5. Failure to Elect

If an election cannot be completed at the Annual Convention:

The Board of Directors may fill the office on an interim basis until:

A special election is held; or

The next Annual Convention

Division — Committees

Section 10. Functions

Standing committees may include:

- Membership
- Trails
- Education
- Public Lands
- Finance

The Board may create additional committees.

Division — National Directors

Section 11. Status and Authority

The two (2) National Directors shall be members of the Board of Directors and shall have all rights, duties, and responsibilities of directors under the Idaho Nonprofit Corporation Act.

National Directors shall represent BCHI in its affiliation with the Back Country Horsemen of America and shall act in the best interests of the Corporation in accordance with their fiduciary duties of care, loyalty, and obedience to law.

Section 12. Representation

National Directors shall:

- (a) Serve as the official voting representatives of BCHI at national meetings and conventions.
- (b) Represent positions adopted by the delegates or Board of Directors.
- (c) Provide regular written and oral reports to the Board of Directors and to the membership at the Annual Convention.

National Directors shall not bind the Corporation beyond authority granted by the Board.

Section 13. Election and Term

National Directors shall be elected by the delegates at the Annual Convention.

Each National Director shall serve a term of two (2) years.

The two (2) National Director positions shall be elected in alternate years to provide continuity.

Terms of office shall begin at the close of the BCHI Annual Convention at which the National Director is elected and shall continue until a successor is elected and qualified, unless earlier removed or resigned.

No National Director may serve more than two (2) consecutive full terms in the same office.

Section 14. Resignation

A National Director may resign at any time by delivering written notice to the President or Secretary.

The resignation shall be effective upon delivery unless a later effective date is specified.

Section 15. Removal

In accordance with the Idaho Nonprofit Corporation Act:

1. A National Director elected by the delegates may be removed, with or without cause, by the delegates.
2. The Board of Directors may remove a National Director only if the director was elected by the Board to fill a vacancy, unless otherwise permitted by statute.
3. Removal procedures shall comply with statutory notice and quorum requirements.

Section 16. Vacancies

If a vacancy occurs in the office of National Director before expiration of the term:

1. The Board of Directors may fill the vacancy unless these Bylaws reserve that authority to the delegates.
2. A director elected to fill a vacancy shall serve for the unexpired portion of the term.

Service of more than one-half (½) of a term shall be considered a full term for purposes of term limits.

Section 17. Standard of Conduct

National Directors shall discharge their duties:

In good faith;

With the care an ordinarily prudent person in a like position would exercise under similar circumstances;
and

In a manner reasonably believed to be in the best interests of the Corporation.

ARTICLE VIII — FINANCIAL AND ORGANIZATIONAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of BCHI shall be established by the Board of Directors. (see policy 604)

No change to the fiscal year shall take effect without at least sixty (60) days advance notice and appropriate coordination with financial reporting obligations.

Section 2. Financial Controls

The Board shall establish financial controls, which may include dual authorization for disbursements.

Funds shall be deposited in approved financial institutions.

BCHI may conduct fundraising activities consistent with its purposes and applicable law.

Section 3. Review or Audit

The Board shall cause an annual financial review, audit, or examination appropriate to the size and complexity of the organization.

Section 4. Relationship with the BCHI Foundation

The BCHI Foundation is a separate legal entity governed by its own articles of incorporation, bylaws, directors, and fiduciary duties. Affiliation with BCHI does not authorize either organization to control the other or to bind the other to a contract, debt, expenditure, grant obligation, or other legal commitment.

BCHI and the Foundation may cooperate through written agreements approved by their respective governing bodies. Restricted donations, grants, reimbursements, and property held by the Foundation shall be administered according to donor restrictions, grant requirements, applicable law, and the governing documents of the Foundation.

No BCHI officer, director, committee, or chapter may direct or commit Foundation funds except through authority formally granted by the Foundation. No Foundation representative may bind BCHI without authority formally granted by BCHI.

ARTICLE IX — ACCOUNTABILITY, LEGAL PROTECTION, AND EMERGENCY AUTHORITY

Section 1. Reporting

Chapters must submit annual membership and compliance reports.

Section 2. Due Process

Members or chapters subject to discipline shall receive written notice and opportunity to respond.

Division — Indemnification

Section 3. Right of Indemnification

BCHI shall indemnify a current or former director, officer, committee member, employee, or authorized volunteer to the extent required by applicable law and may indemnify such a person to the fullest extent permitted by the Idaho Nonprofit Corporation Act, provided the applicable standards of conduct and authorization requirements are satisfied.

Section 4. Scope of Indemnification

Indemnification may include reasonable expenses, including attorney fees, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with a proceeding, provided the individual acted:

1. in good faith, and
2. in a manner reasonably believed to be in the best interests of BCHI; and
3. in a criminal proceeding, with no reasonable cause to believe the conduct was unlawful.

Indemnification shall not apply to acts involving:

- willful misconduct
- fraud
- criminal acts
- actions taken for improper personal benefit at the expense of BCHI.

Eligibility for indemnification shall be determined in the manner required or permitted by applicable law by disinterested decision-makers.

Section 5. Advancement of Expenses

Expenses incurred by a director, officer, committee member, employee, or authorized volunteer in defending a proceeding may be advanced by BCHI before final disposition only when authorized in accordance with applicable law and after the individual provides any required written affirmation and undertaking to repay the advance if ultimately found ineligible for indemnification.

Section 6. Insurance

BCHI may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee, or authorized volunteer against liability asserted against the person in that capacity, whether or not BCHI would have authority to indemnify the person under this Article.

Section 7. Non-Exclusivity

The rights of indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under law, agreement, vote of the Board of Directors, or otherwise.

Section 8. Political Campaign and Lobbying Limitations

BCHI shall not directly or indirectly participate or intervene in any campaign for or against a candidate for public office. BCHI funds, property, communications, mailing lists, events, or other resources shall not be used to endorse, oppose, support, or make a contribution to a candidate or political campaign. Nonpartisan voter education and public forums may be conducted only in a manner consistent with applicable tax law.

BCHI may engage in lobbying or other efforts to influence legislation only when the activity furthers BCHI's exempt purposes, is authorized under BCHI policy, and remains within the limitations applicable to an organization exempt under section 501(c)(3) of the Internal Revenue Code. Lobbying expenditures and activities shall be documented and reported as required by law.

Nothing in this Section restricts an individual from engaging in political activity in a personal capacity, provided the individual does not use BCHI resources or title in a manner that states or implies BCHI endorsement.

Division — Emergency Authority

Section 9. Emergency Authority

The President—or, if the President is unavailable, the Vice President—may declare an organizational emergency with the concurrence of at least two (2) other BCHI officers. The declaration shall be

documented as soon as practicable and shall identify the emergency, its effective time, the temporary authority invoked, and any anticipated financial commitment.

During an emergency:

- (a) Meetings may be conducted through authorized electronic means;
- (b) Temporary actions reasonably necessary to protect people, animals, property, records, finances, or continued operations may be taken; and
- (c) Financial commitments may be made only within limits established by the adopted budget or emergency policy unless prior Board approval is obtained.

Emergency authority shall be temporary and limited to actions reasonably necessary to address the emergency.

The Board of Directors shall be notified promptly. All actions taken under emergency authority must be presented for ratification by a two-thirds (2/3) vote at the earliest practicable Board meeting and no later than the next regular or special Board meeting.

Emergency authority shall automatically expire upon ratification, formal termination by the Board, or when emergency conditions no longer exist.

Emergency authority shall not permit amendment or suspension of the Articles of Incorporation, Bylaws, or Rules of Order; alteration of delegate representation or voting rights; exercise of a power reserved to the delegates; removal or election of an officer or director; approval of a merger or dissolution; or incurrence of financial obligations exceeding authorized limits.

Division — Organizational Time Frames

Section 10. Organizational Time Frames

Administrative time frames not expressly fixed by these Bylaws—including detailed fiscal, membership, and reporting cycles—may be established by the Board of Directors. The Board of Directors shall not alter officer or director terms established by these Bylaws.

ARTICLE X — AMENDMENTS, GOVERNANCE MANUAL, AND DISSOLUTION

Section 1. Authority to Amend

These Bylaws may be adopted, amended, repealed, or replaced only by the members acting through duly certified delegates as provided in this Article.

Section 2. Amendments by Delegates

The members, acting through duly certified delegates, may amend or repeal these Bylaws or adopt new Bylaws at any Annual Convention or at any authorized membership meeting, provided that proper notice of the proposed amendment has been given in accordance with these Bylaws.

Section 3. Vote Required

Unless a greater vote is required by law or by these Bylaws, adoption of any amendment shall require a two-thirds (2/3) vote of the votes cast by duly certified delegates present and voting at a meeting at which a quorum is present. Abstentions shall not be counted as votes cast.

Section 4. Administrative Corrections

The Board of Directors may authorize non-substantive administrative corrections to adopted Bylaws solely to correct typographical errors, formatting, numbering, and cross-references, provided that such corrections:

Do not alter the meaning, intent, or effect of any provision;

Do not affect voting rights, delegate representation, quorum, officer elections, or member rights; and

Do not modify any substantive governance provision.

Administrative corrections are not amendments and shall not alter the text's substantive meaning, intent, or effect. All such corrections shall be reported to the delegates at the next Annual Convention.

Section 5. Notice of Proposed Amendments

Notice of any meeting at which a bylaw amendment is to be considered shall be provided in accordance with these Bylaws and shall include:

A statement that a bylaw amendment will be considered; and

The full text of the proposed amendment or a summary sufficient to inform delegates of its substance and effect.

Written notice of any proposed bylaw amendment shall be provided to delegates not less than fourteen (14) days prior to the meeting at which the amendment will be considered.

Proposed amendments shall be submitted, reviewed, and distributed in accordance with policies adopted by the Board of Directors.

No bylaw amendment shall be adopted unless the notice requirements of this Section have been satisfied.

Section 6. Board Review Prior to Convention

The Board of Directors may review proposed amendments prior to presentation at the Convention and may make revisions for clarity, formatting, grammar, or consistency, provided that such revisions do not alter the substance or intent of the proposed amendment.

Any substantive revision shall require re-notice in accordance with Section 5 of this Article.

Section 7. Record of Amendments

All amendments shall be incorporated into the official Bylaws without delay. The Secretary shall:

Maintain a current and accurate version of the Bylaws; and

Maintain a permanent record of all amendments, including their effective dates.

Division — Chapter Bylaws Requirements

Section 8. Adoption

Each chapter of Back Country Horsemen of Idaho (BCHI) shall adopt bylaws consistent with the BCHI State Bylaws and Rules of Order. No chapter bylaws may conflict with state or national bylaws.

Section 9. Minimum Required Provisions

Chapter bylaws shall, at a minimum, include provisions addressing the following:

a) Name and Purpose –

The chapter's official name and a statement of purpose consistent with BCHI's charitable, educational, and equestrian objectives.

b) Membership –

Classification of membership (e.g., Individual, Family, Non-Affiliated), eligibility requirements, rights, and privileges, including voting and eligibility to hold office.

c) Officers and Governance –

Required officer positions, duties, term lengths, eligibility, and election procedures.

d) Meetings –

Schedule of regular meetings, notice requirements, and quorum necessary for conducting chapter business.

e) Committees –

Authority to establish committees, appointment of chairs, and committee responsibilities.

f) Amendments –

Procedure for amending chapter bylaws, ensuring amendments do not conflict with state or national bylaws.

g) Dissolution –

Procedure for dissolution of the chapter and disposition of assets, which shall be consistent with BCHI policies and nonprofit requirements.

h) Fiscal Year –

Definition of the chapter's fiscal year, aligned with BCHI policy.

i) Other Provisions –

Any other provisions required by BCHI Rules of Order or state and federal law.

Section 10. State Oversight

The BCHI Board of Directors shall review chapter bylaws upon initial adoption and whenever amended to ensure compliance with state and national bylaws. Non-compliant bylaws must be corrected within a time frame determined by the Board of Directors.

Division — Governance Manual

Section 11. Governance Manual Authority and Maintenance

BCHI shall maintain an official Governance Manual containing the Articles of Incorporation, these Bylaws, the Rules of Order, policies, procedures, forms, operational guides, and authorized appendices or reference materials.

The delegates shall adopt and amend the Bylaws and the Rules of Order, including any appendix incorporated into the Rules of Order. The Board of Directors may adopt and amend policies and procedures and may authorize forms and operational guides, except when applicable law, the Articles of Incorporation, or these Bylaws reserve the matter to the delegates.

The Board of Directors shall designate the official repository and establish document-control requirements for the Governance Manual. Only the current approved version of each document shall be maintained as the operative version.

Every component of the Governance Manual is subject to the hierarchy established in Article I, Section 5. Procedures, forms, and operational guides shall not create authority or conflict with a controlling Bylaw, Rule of Order, or policy.

Division — Dissolution

Section 12. Merger and Dissolution

Any merger or dissolution of BCHI must be approved by the members acting through duly certified delegates at a properly called Annual Convention or authorized membership meeting. Approval requires any vote and notice required by applicable law or the Articles of Incorporation and, if neither specifies a greater requirement, a two-thirds (2/3) vote of the votes cast by delegates present and voting at a meeting at which a quorum is present.

After payment or adequate provision for BCHI's liabilities and satisfaction of applicable donor restrictions, grant requirements, and legal obligations, the remaining assets shall be distributed to one or more organizations then qualifying under section 501(c)(3) of the Internal Revenue Code whose purposes are consistent with BCHI's purposes. No remaining asset shall be distributed for the private benefit of a member, director, officer, or other private person except as lawfully required to satisfy an obligation of BCHI.

END OF BYLAWS