

**BYLAWS
OF
BACK COUNTRY HORSEMEN OF IOWA
(hereinafter BCHIA)**



ARTICLE I. OFFICES, REGISTERED AGENT, AND PURPOSE

1.1. Principal Office.

The location of the principal office of BCHIA in the State of Iowa will be identified in BCHIA's biennial report filed with the Iowa Secretary of State.

1.2. Registered Office and Registered Agent.

The initial registered agent and office of the BCHIA are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the State Board of Directors.

1.3. Purpose.

The purpose of BCHIA shall be: (1) to perpetuate the common sense use and enjoyment of horses in America's back country and Wilderness areas; (2) to work to insure that public lands remain open to recreational stock use; (3) to assist the various governments, state and private agencies in their maintenance and management of said resource; (4) to educate, encourage and solicit active participation in the wise and sustaining use of the back country resource by horsemen and the general public commensurate with our heritage; and (5) to foster and encourage the formation of new back country horsemen's organizations.

ARTICLE II. MEMBERS

2.1. Classes of Members.

BCHIA shall have three (3) classes of members. The designation of each class and the qualifications and rights of the members of such class shall be as follows: Single membership; Family membership; Affiliate membership. Single members shall be entitled to one (1) voting right. Family members shall carry two (2) voting rights. Affiliate members shall be entitled to no voting rights. Only members in good standing [dues paid] may exercise the right to vote on matters subject to member approval. Upon payment of delinquent dues, a member shall automatically be reinstated to "good standing."

2.1.1. Dues.

Dues shall be determined by majority vote of the membership at a meeting called specifically for that purpose. Dues shall be

payable on the first day of January of each year. Unpaid dues shall be considered delinquent on the first day of April in the year for which the dues are owed. Delinquency in payment of the annual dues shall remove a member from “good standing” and said member shall relinquish all voting rights and privileges. The holding of any office or membership on any committee shall be contingent upon the member being in “good standing.”

2.2. Requirement of Members.

Membership shall be open to anyone who is committed to the purpose of BCHIA as stated in Article I. Each member shall be required to meet the standards of membership as established by these bylaws and to pay any dues established for such membership.

2.3. Expulsion of Membership.

Any member whose conduct has not been in the best interests of BCHIA may be removed from participation in Corporation activities and expelled from BCHIA by an affirmative vote of two-thirds (2/3) of the membership at a meeting in which a quorum is present. Notification of intent to remove a Member must be made to the membership thirty (30) days preceding the meeting that the action is to take place. A member who is removed must be informed in writing of the actions taken by the membership.

2.4. Resignation.

Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

2.5. Reinstatement.

Upon written request signed by a former member and filed with the secretary, the membership may, by the affirmative vote of two-thirds of the members, reinstate the former member to membership upon such terms as the membership may deem appropriate.

2.6. Transfer of Membership.

Membership in BCHIA is not transferable or assignable.

2.7. Membership Term.

Membership shall correspond to the calendar year—January 1st through December 31st.

2.8. Chapters.

Chapter Memberships may be created pursuant to Article VIII of these bylaws.

ARTICLE III. MEETINGS OF MEMBERS

3.1. Annual Membership Meeting and Election of Directors and Officers.

The Statewide Membership Annual Meeting shall be held annually near the beginning of the calendar year. At each Statewide Membership Annual Meeting, the General Election of Directors and Officers shall be conducted in accordance with Article IV of these bylaws.

3.2. Special Meetings.

Statewide Membership Special Meetings of the members may be called by the President of BCHIA or upon written request signed by any three (3) voting members. Notice shall be given to all voting members in accordance with section 3.3.

3.3. Notice of Meetings.

Notice stating the place, day and hour of any Statewide Membership Meeting shall be delivered to each member entitled to vote at such meeting not less than 30 days before the date of the meeting. In case of a Special Meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. Unless provided otherwise in these bylaws, notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means.

Section 3.4. Waiver of Notice.

Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these bylaws. A member's attendance at a Statewide Membership Meeting, in person or by proxy, waives objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting.

Section 3.5. Quorum and Action.

Twelve (12) members shall constitute a quorum for the transaction of legal business. If quorum exists, action on a matter is approved if the votes cast by the members in good standing favoring the action exceed the votes cast opposing the action, unless a greater number is required by law or elsewhere in these bylaws.

Section 3.6. Proxies.

Members shall not be permitted to vote by proxy.

3.7. Informal Action by Members.

Any action required by law to be taken at a Statewide Membership Meeting, or any action which may be taken at a Statewide Membership Meeting, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least eighty (80) percent of the members entitled to vote with respect to the subject matter of the action. The member consent may be transmitted electronically. Written notice of member approval must be given to all members who have not signed the written consent. If written notice is required, member approval shall be effective ten days after such written notice is given. A written consent may be revoked by a writing to that effect received by BCHIA prior to the receipt by BCHIA of unrevoked written consents sufficient in number to take the corporate action.

ARTICLE IV. BOARD OF DIRECTORS AND OFFICERS

4.1. General Powers.

The power and authority of BCHIA shall be vested in the Statewide Membership. The State Board of Directors and Officers shall conform to the wishes and instructions of the membership and subject to the rules of this document, manage and execute the affairs of BCHIA.

4.2. Number, Tenure and Qualifications.

The State Board of Directors shall consist of the Officers of BCHIA (State President, Vice President, Secretary, and Treasurer), two (2) Chapter-Directors from each State Chapter, the immediate Past President, and the State Directors to the National Board of Directors. Directors and Officers shall be elected for two (2) year terms in staggered years at the Statewide Membership Annual Meeting and will assume office at the next regular meeting. The offices of President, Secretary, one (1) National Director and 1 Alternate National Director shall be elected in even numbered years. The offices of Vice President, Treasurer, and one (1) National Director shall be elected in odd numbered years. The first election to begin staggered terms, the offices to be elected in even numbered years shall be elected for two (2) year terms, and the offices to be elected in odd numbered years shall be elected for a one (1) year term and then elected for two (2) year terms in all odd year elections following. BCHIA recommends that Officers serve no more than two (2) consecutive terms in the same office; however, an Officer serving more than two (2) consecutive terms in the same office is not prohibited. Directors may serve multiple terms. Each director shall hold office until the next annual meeting of members and until the director's successor shall have been elected and qualified.

4.3. Election and Vacancy.

The Directors and Officers of BCHIA shall be elected annually at the Statewide Membership Annual Meeting in accordance with Section 4.2 of these bylaws. If the election of Directors and Officers is not held at such meeting, it shall be held as soon thereafter as is convenient. Any vacancy on the Board of Directors or any Office, for any reason other than term expiration, shall be filled by special election of the Membership at a Statewide Membership Special Meeting, except for that of the office of President, which shall automatically be filled by the Vice President. When filing filling vacancies caused by reason other than term expiration, section 4.4 shall not apply. Each Director and Officer shall hold office until their successor shall have been elected and shall have qualified.

4.4. Nominating Committee.

A Nominating Committee of at least three (3) members shall be appointed by the President at least two months prior to the Statewide Membership Annual Meeting. The Nominating Committee shall select a slate of candidates for the Directors and Officer positions to be voted on at the Statewide Membership Annual Meeting. The slate shall be presented to the membership thirty (30) days prior to the Statewide Membership Annual Meeting. In addition, nominations may be made from the floor during the election.

4.5. Removal.

Any Director or Officer whose conduct has not been in the best interests of BCHIA may be removed from participation in Corporation activities by an affirmative vote of two-thirds (2/3) of the membership at a Statewide Membership Meeting (whether special or annual) in which a quorum is present. Notification of intent to remove a Director or Officer must be made to the membership thirty (30) days preceding the meeting that the action is to take place. A Director or Officer who is removed must be informed in writing of the action taken by the membership.

4.6. Resignation.

Any Director or Officer of BCHIA may resign at any time by delivering written notice to the President or the State Board of Directors of BCHIA. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

4.7. Regular Meetings and Annual Meeting.

Regular meetings of the State Board of Directors shall be held on such date as the board of directors shall specify. The State Board of Directors Annual Meeting shall be held without other notice than this bylaw, immediately after, and at the same place as, the Statewide Membership Annual Meeting. The State Board of Directors may provide by resolution the time and place, either within or outside of the state of Iowa, for the holding of additional regular meetings of the board without other notice than the resolution.

4.8. Special Meetings.

State Board of Director Special Meetings may be called by or at the request of the President or any two (2) State Directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of Iowa, as the place for holding any special meeting of the board called by them.

4.9. Notice.

Notice of any State Board of Direction Special Meeting shall be given at least fifteen (15) days previously by written notice. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

4.10. Quorum and Manner of Acting.

A majority of the State Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. The act of a majority of the State Directors present at a meeting at which a quorum is present shall be the act of the State Board of Directors, unless the act of a greater number is required by law or by these bylaws.

4.11. State Directors.

The State Directors shall be responsible for communicating information from the State Board of Directors to the general membership of the State.

4.12. Informal Action by Directors.

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. The director consent may be transmitted electronically. A director's consent may be withdrawn by a revocation signed by the director and delivered to BCHIA prior to the delivery to BCHIA of unrevoked written consents signed by all of the directors.

ARTICLE V. OFFICER DUTIES

5.1. Officers.

The Officers of BCHIA shall be a President, a Vice President, a Secretary, and a Treasurer. Any two or more offices may not be held concurrently by the same individual. However, individuals may concurrently serve as an Officer and Chapter Director or National Director.

5.2. President.

The President, or the President's representative, shall preside at all meetings. The President shall appoint Committee Chairpersons and shall be an ex-officio member of all committees. The President may co-sign checks for the disbursement of funds. The President shall be responsible for all communication between the state and national organization.

5.3. Vice-President.

The Vice President shall perform the duties of the President, and perform such other duties as pertains to this office. In the absence of the President or by request of the President, the Vice President may also co-sign checks for the disbursement of funds. The Vice President shall be in charge of the collection and reporting of Volunteer Hours.

5.4. Treasurer.

The Treasurer shall be responsible for the financial control of all Corporation's funds. The Treasurer shall give financial reports to the membership on a regular basis, shall keep financial records of income and expenditures suitable for audit, shall assist in the formation of an annual budget, shall collect dues, and maintain a "good standing" membership list. The Treasurer shall be one of a co-signer of the checks for the disbursement of funds.

5.5. Secretary.

The Secretary shall record and keep the minutes of all Annual, Regular, and Special Meetings, shall register and keep current membership lists and be responsible for the recording of all.

ARTICLE VI. COMMITTEES

6.1 Committees.

Committees, necessary for the functioning of BCHIA, as determined from time to time by the President, may be created by the President with the approval of the State Board of Directors. Committees may include Membership, Marketing and Public Relations, Nominations, and Activities. The President shall, with the approval of the State Board of Directors, create a Public Lands Committee. Committee chairpersons shall select members as necessary to accomplish the functions of the committee.

6.2 Appointment and Vacancy of Committee Chairpersons.

Committee Chairpersons shall be appointed by the President subject to the approval of the State Board of Directors. Vacancies of a Committee Chairperson shall be filled by appointment by the President.

6.3. Term of Office.

Each member of a committee shall continue as a Committee Member until the next annual meeting of the members of BCHIA and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

6.4. Quorum and Acting.

Unless otherwise provided in the resolution of the State Board of Directors designating a Committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Committee Members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII. NATIONAL DIRECTORS.

7.1. National Directors.

BCHIA is entitled to two (2) voting directors on the National Board of Directors of the Back Country Horsemen of America; therefore, BCHIA shall elect two (2) National Directors and one (1) alternate National Director to serve as representatives from Iowa on the National Board.

7.2 Qualifications and Term.

National Directors and the Alternate National Director shall preferably be members of the State Board of Directors; however, other individuals who are members in good standing may also be selected as National Directors. National Directors and

Alternate National Directors to the National Board shall express a willingness and desire to attend and actively participate in the National Board meeting with some or all of the expenses to be borne by the individual. National Directors shall serve staggered terms elected in alternate years in accordance with Article IV.

ARTICLE VIII. CHAPTERS.

8.1. Creation of Chapters.

Chapters are formed within the state by making application to the State Board of Directors of BCHIA. Any chapter seeking membership must adopt the purposes of the BCH of the State of Iowa. Chapter application for membership must include: (a) the name which must include the wording _____ Chapter of the Back Country Horsemen of Iowa; (b) a copy of the Chapter's agreement to abide by the Back Country Horsemen of Iowa bylaws; (c) a list of at least three officers and duties; and (4) a membership of at least 15 individuals.

8.2 Chapter Revocation.

Chapter Membership may be revoked by the State Board of Directors for conduct by a chapter or its members on behalf of the Chapter, which is contrary to the Mission of the Back Country Horsemen of Iowa or adversely reflects on the integrity of the organization. Chapter Membership will be revoked upon an affirmative vote of three-fourths (3/4) vote of the State Board of Directors at a meeting of the State Board of Directors in which a quorum is present. Notice of the proposed revocation vote shall be made to all Chapter Members thirty (30) days prior to the vote. A revoked Chapter's right to use the name Back Country Horsemen or similar name in any way will terminate.

8.3. Chapter Meetings.

Chapter meetings shall be established and held on an as needed basis, at a time and place decided by the Chapter.

8.4 Chapter Director and Officers.

Each Member Chapter shall select one (1) Alternate Director to serve in the Absence of their regular Director. Chapter Directors shall represent the membership of the Chapter from which elected.

ARTICLE IX. AMENDMENTS TO BYLAWS

These bylaws may be amended at any Statewide Membership Meeting, regular or special, by a majority vote of the membership, provided notice of such proposed amendment and a first reading be given to membership at a Statewide Membership Meeting, regular or special, preceding the vote on the amendment.