

Review of Proposed Changes to Bylaws

In accordance with the bylaws, notice is hereby given that the following bylaw changes will be considered at the general membership meeting to be held in January 2017.

| Current Bylaw | Bylaw Changes (words inserted/added are <u>underlined</u> ; Words removed are struck out) | Rationale |
|---|---|--|
| <p>ARTICLE II PLACE AND TIME OF MEETINGS SECTION 2 An Annual Meeting shall be held in January of each year commencing in 1986. Election of the Board of Directors and Officers and other general business shall be transacted at such meeting. The first election of Directors shall be at the Annual Meeting of the corporation in 1986, with the present Board of Directors, as provided in the Articles of Incorporation, serving until that time.</p> | <p>SECTION 2. An Annual Meeting shall be held in January <u>or February</u> of each year commencing in 1986. Election of the Board of Directors and Officers and other general business shall be transacted at such meeting. The first election of Directors shall be at the Annual Meeting of the corporation in 1986, with the present Board of Directors, as provided in the Articles of Incorporation, serving until that time.</p> | <p>Although a January meeting is preferred to provide ample time for approval of the ride schedule and other items that may arise prior to the start of a new ride season, there may on occasion be times when it is necessary to delay the Annual Meeting because of unforeseen conflicts. (IE weather, scheduling conflicts and or availability of sites for the meeting).</p> |
| <p>COMMENTS;</p> | | |
| <p>This proposal was brought forward by Board President Theresa Meyer. There has been at least one occasion in the past where the board chose to delay the meeting to early February because of cost and scheduling implications. The proposed language would simply give the board the authority to delay the meeting to February if deemed necessary or appropriate.</p> | | |

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| <p style="text-align: center;">ARTICLE III NOTICE OF MEETINGS, QUORUMS & VOTING</p> <p style="text-align: center;">SECTION 1 ANNUAL MEETINGS</p> <p>Written notice of the Annual Meeting shall be published in a report to the members at least five business days prior to the meeting.</p> <p>NOTE: the 2014 bylaws required a notice of five days as well; however when the "housekeeping" changes were approved at the 2016 Annual Meeting the word "business" was added to the language as a house keeping item.</p> | <p>Written notice of the Annual Meeting shall be published in a report to the members <u>postmarked via U.S. Mail or sent via membership email address at least five business days prior to the meeting or by posting the same on the UMECRA website <www.umecra.com></u></p> | <p>Identifying the days as "business" days simply clarifies that weekend days, (Saturday or Sunday), cannot be counted as a part of the notice. Current bylaw language does not specify how notice would be given making the language ambiguous in that regard. Proposed language specifically lists the means of notification and allows the use of electronic communications (email, website) to publish a report of notice to its members.</p> |
| <p>COMMENTS;</p> | | |
| <p>This proposal was brought forward by the board and on the counsel of UMECRA's attorney. Only weekdays, (M-F), may be used to reach the total of a five day advance notice. The remaining language defines the choices available to use for giving notice; by U.S. Mail or membership email or by posting the notice on the UMECRA website. The notice could be given by using any one choice, a combination of two choices or all three.</p> | | |

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| <p style="text-align: center;">ARTICLE III NOTICE OF MEETINGS, QUORUMS & VOTING</p> <p>SECTION 2 SPECIAL MEETINGS Written notice of a Special Meeting of the Corporation stating the time, place and object thereof shall be published in a report to the members at least five business days before such meeting. Special meetings of the Corporation may be called at anytime upon the request of the President, Vice President, or a majority of the members of the Board of Directors, or upon written request to the President, Vice President and the Secretary by twenty (20) or more members.</p> | <p>SECTION 2. Written notice of a Special Meeting of the Corporation stating the time, place and object thereof shall be published in a report to the members <u>postmarked via U.S. Mail or sent via membership email address at least five (5) business days prior to the meeting or by posting the same on the UMECRA website <www.umecra.com></u> Special Meetings of the Corporation may be called at any time upon request of the President, Vice President, or a majority of the members of the Board of Directors, or upon written request <u>submitted via certified U.S. mail with return receipt requested</u> to the President, Vice President and the Secretary <u>and must be requested by half or more of the endurance/competitive trail rides sanctioned the immediately preceding year/season by its ride managers as listed on its original sanctioning application.</u> The Executive Board will <u>promptly decide in which city the meeting will be held.</u></p> | <p>The first portion of the proposed language is the same as proposed for Section 1 of this article and is intended to define the way notice may be given and identifies the days as "business" days.</p> <p>The second portion of the proposed changes in language explains the process and requirements of members wanting to have a Special Meeting called.</p> |
| <p>COMMENTS;</p> | | |
| <p>Once again, this language was brought forward by the board on the counsel of UMECRAs attorney. The rationale for both Section 1 and 2 of this article are identical for the first portion of changes in these sections. Section 2 has additional proposed changes; the process and requirements of members wanting to request that a Special Meeting be held. Current language requires members to write a written request to the President, VP and the Secretary with representation from 20 or more members. This language does not distinguish the difference between ride members and Ride Manager members. Any total of 20 members (only riders, only RMs, or a mix of riders and RMs) can request a meeting. The proposed language would change the requirement to a representation of at least half of the sanctioned rides which were held in the previous year by RMs who were listed on their original sanctioning applications. Multiple day rides do not receive any additional advantage in a request, one ride equals one request. (Last year there were 38 rides held during the ride season. It would take at least 19 different rides to request a Special Meeting using this example.) The final sentence in this Section empowers the Executive Board to decide where, (which city), the meeting would be held in and requires them to do so in a timely fashion.</p> | | |

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| <p>ARTICLE III SECTION 3. QUORUM FOR ANNUAL OR SPECIAL MEETINGS The presence in person of twenty (20) or a majority, whichever is the lesser amount, of the delegates to a meeting shall constitute a quorum for the transaction of business. After a Meeting is duly commenced, the absence of a quorum in the meeting room/hall at any meeting may result in adjournment from time to time at the discretion of the President or the Vice President. However, unless the meeting has been so adjourned, the delegates present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The President, or in their absence, the Vice President, or in their absence any other person designated from time to time by a majority of the Board of Directors, shall preside at all Annual or Special Meetings.</p> | <p>SECTION 3. QUORUM FOR ANNUAL OR SPECIAL MEETINGS <u>A quorum is determined based upon the presence in person at an Annual or Special Meeting of official voting delegates representing either twenty (20) of the immediately preceding year/season's sanctioned and held endurance/competitive trail ride events or twenty-five (25) of the eligible voting delegates, not including alternative voting delegates (see Section 5 below), nominated by any endurance/competitive trail ride sanctioned the immediately preceding year/season as recorded by the Secretary, whichever is less, plus the President or Vice President, and at least one (1) Rider Representative.</u> That number shall constitute a quorum for the transaction of business. After a Meeting is duly commenced, the absence of a quorum in the meeting room/hall at any meeting may result in adjournment from time to time at the discretion of the President or Vice President. However, unless the meeting has been so adjourned, the delegates present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The President, or in their absence, the Vice President, or in their absence any other person designated from time to time by a majority of the Board of Directors, shall preside at all Annual Or Special Meetings.</p> | <p>A member had requested that the Board consider reviewing the number of members required to reach a quorum suggesting that the current number of twenty is to low. The Board contacted UMECRAs attorney for counsel and he has suggested that the current number may actually be to low and provided the proposed language as an option. The proposed language increases the number to 20 rides being represented or 25 delegates to determine a quorum. The language also defines the manner in which the 20 rides and 25 delegates would be identified. The main change in Article III Section 3 is how a quorum is achieved. Please refer to the comment section for further details on this proposed language.</p> |
| <p>COMMENTS;</p> | | |
| <p>Proposed language would require 20 different rides, which were held in the year prior to the Annual Meeting or a requested Special Meeting, by official voting delegates representing those rides to be present for a quorum. OR 25 eligible voting delegates, (this group consists of: ride managers, rider representatives, the veterinarian representative and past President). Proxies or alternate voting delegates do not currently count toward the quorum. Proposed language is added to explicitly state this. Eligible delegates would need to have been identified on the previous year's sanctioning form as recorded with the Secretary to qualify to be counted as delegates when determining a quorum. The last statement in the proposed language also requires the President or Vice President and at least one Rider Representative</p> | | |

to be present.

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| <p style="text-align: center;">ARTICLE III</p> <p>SECTION 4. Business transacted at all Special Meetings shall be confined and limited only to the purposes stated in the call to the Special Meeting. These limitations do not infringe upon the powers enumerated in Article V, herein.</p> | <p>SECTION 4. Business transacted at all <u>Annual Meetings shall include all purposes allowed under these rules and as accepted by a majority of a quorum of the Board of Directors from its previous fall meeting and at its morning meeting, or as raised and accepted by the President or other person presiding over the Annual Meeting during discussion of "new business" items.</u> Special Meetings shall be confined and limited only to the purposes stated in the call to the Special Meeting. These limitations do not infringe upon the powers enumerated in Article V, herein.</p> | <p>Current language <u>only</u> refers to <u>Special Meetings</u>; any business transacted at a Special Meeting must be confined and limited to the sole purpose, (item), of the meeting being called.</p> <p>Having and/or holding a Special Meeting does not limit or infringe on the powers given to the Board of Directors via Article V (see Article V for those powers).</p> <p>Proposed language would be added to the current language. The proposed language includes <u>Annual Meetings</u> in Section 4 and is specific to Annual Meetings. Proposed language allows all purposes, (items), presented to the Board during "new business" to be discussed if: 1) permitted by the rules, 2) accepted by a majority of a quorum of the Board of Directors from the previous fall meeting and at the morning meeting, (held on the morning of the Annual Meeting), or 3) if the item, as raised, is accepted by either the President or other person presiding over the Annual Meeting.</p> |

COMMENTS;

As mentioned in the rationale column above, the current language only deals with the business of Special Meetings. Proposed language is specific to Annual meetings and addresses how "new business" items will be accepted as an agenda item at both the morning meeting of the Board of Directors and at the Annual Meeting. **NOTE:** The Board of Directors brought this proposal forward as the proposed language is the current method/practice used by the Board to determine if items are acceptable as agenda items.

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| <p style="text-align: center;">ARTICLE III</p> <p>Section 5. DELEGATES Each endurance/competitive trail ride sanctioned the immediately preceding year/season, by one of its ride managers as listed on its sanctioning form shall submit the names of its official voting delegates or its authorized alternate voting delegate(s) [also referred to as proxies] to be recorded by the Corporate Secretary prior to any meeting of members.</p> | <p style="text-align: center;">.ARTICLE III</p> <p>Section 5. Each endurance/competitive trail ride sanctioned the immediately preceding year/season, by one of its ride managers as listed on its sanctioning form shall submit the names of its official voting delegates or its authorized alternate voting delegate(s) [also referred to as proxies] to be recorded by the Corporate Secretary prior to any meeting of members. <u>Official voting delegates must have actively participated in the management of the endurance/competitive trail ride and be listed on the sanctioning application. Ride managers of cancelled rides, who have paid their sanctioning fees before the ride has been cancelled and where the cancellation occurred for good cause shown, shall retain voting rights for the next Annual Meeting.</u></p> | <p>Ride sanctioning forms listing the names of the ride managers of particular rides have been used for many years to associate ride managers with a ride. Communication between UMECRA and ride managers has gone to those people listed on the original sanctioning applications and these people have been considered as voting delegates of their ride. Occasionally, different names from those listed on the sanctioning forms will be listed on ride flyers which have caused some confusion when identifying actual voting delegates of a ride.</p> <p>The proposed language requires voting delegates to be listed on the previous year's sanctioning application and to have actively participated in the management of the ride they are listed with. The proposed language also guarantees that the ride managers of record will retain his/her voting rights through the next Annual Meeting should their ride be cancelled. Cancellations must be for "good cause" and the rides sanctioning fees must be paid prior to the cancellation.</p> |
| <p>COMMENTS;</p> | | |
| <p>NOTE: Article III, Section 5 language of the 2014 Bylaws was changed when the "housekeeping" changes were approved at the 2016 Annual Meeting. A portion of the 2014 language of Section 5 was removed at this time from the Section because the language is embedded as "housekeeping changes" in other Articles and Sections of the 2016 bylaws.</p> | | |

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| <p align="center">ARTICLE III</p> <p>SECTION 6. VOTING PROCEDURES AT MEETINGS OF THE CORPOREATION. Delegates shall be chosen by each endurance/competitive ride sanctioned and held the previous season or year as follows, including:</p> <p>a. The members of the Board of Directors, Officers, Veterinary Representative and Rider Representatives of the Corporation shall serve and be accredited as voting delegates of the Corporation. However, Advisory Positions on the Board may not serve as voting delegates unless otherwise qualified herein.</p> <p>b. Each ride membership shall be entitled to appoint a single voting delegate for each ride-day of their ride/event. For example, for a ride held over a Friday, Saturday and Sunday, that event shall be entitled to three (3) voting delegates, regardless of whether they have multiple divisions or events on a particular ride day. However, the ride must have at least one sanctioned event or division on a day for it to qualify as a ride -day for purposes of assigning voting delegates. Additionally, the Board shall reserve the right to confirm appointment of voting delegate(s) to the spirit of this Section, in order to avoid splitting of days at the same ride location time and place in an effort to increase appointment of voting delegates.</p> <p>c. Although one person may serve in a combination of the above positions, s/he may exercise only one vote as a delegate. Said delegates shall elect the Officers and Directors of the Corporation and shall, by majority vote of the delegates present at any such meeting, approve rule changes proposed by the Board of Directors</p> | <p align="center">ARTICLE III</p> <p>SECTION 6. VOTING PROCEDURES AT MEETINGS OF THE CORPORATION. Delegates shall be chosen by each endurance/competitive trail ride sanctioned and held the previous season or year as follows, including:</p> <p>a. The members of the Board of Directors, Officers, Veterinary Representative and Rider Representatives of the Corporation shall serve and be accredited as voting delegates of the Corporation. However, Advisory Positions on the Board may not serve as voting delegates unless otherwise qualified herein.</p> <p>b. Each <u>sanctioned and held endurance/competitive trail ride sanctioned and held from the immediate preceding year/season</u> shall be entitled to appoint a single voting delegate for each ride-day of their ride/event. For example, for a ride held over a Friday, Saturday and Sunday, that event shall be entitled to three (3) voting delegates, regardless of whether they have multiple divisions or events on a particular ride day <u>up to a maximum of seven (7) delegates. Any endurance/competitive trail ride which schedules itself to exceed seven (7) days must apply for as a separate event for those additional days, and in the case of consecutively scheduled events shall be limited to seven (7) voting delegates.</u> Any eligible endurance/competitive trail ride event must have at least one sanctioned event or division on a day for it to qualify as a ride-day for purposes of assigning voting delegates. Additionally, the Board shall reserve the right to confirm appointment of voting delegate(s) to the spirit of this Section, <u>in order to avoid dilution or the artificial increasing of voting delegates by an event organizer or its ride management (such as splitting of</u></p> | <p>Proposed language specifies that rides held in the previous season/year are entitled to appoint a single voting delegate for each day of their ride. Said delegates would be considered as official voting delegates at all Annual/Special Meetings. Proposed language also limits the maximum number of potential voting delegates to seven (7) preventing any one or two rides from establishing a majority of the quorum at an Annual/Special Meeting.</p> <p>The last portion of proposed language in paragraph b prohibits ride managers from artificially increasing their amount of delegates by sanctioning an Endurance and LD ride in the morning and a Competitive ride in the afternoon and calling the afternoon ride a new and different ride.</p> |

or decide whether to permanently adopt interim rules previously made by the Board of Directors, together with such other powers as may be authorized under these Bylaws.

days at the same ride location time and place in an effort to increase appointment of voting delegates).

c. Although one person may serve in a combination of the above positions, s/he may exercise only one vote as a delegate. Said delegates shall elect the Officers and Directors of the Corporation and shall, by majority vote of the delegates present at any such meeting, approve rule changes proposed by the Board of Directors or decide whether to permanently adopt interim rules previously made by the Board of Directors, together with such other powers as may be authorized under these Bylaws.

COMMENTS;

Section 6 originally was a part of Article VII, (MEMBERSHIP), and was titled as Section 4 in the 2014 version of the Bylaws. When the "housekeeping" changes of 2016 were approved, the language was moved to Article III, NOTICE OF MEETINGS, QUORUMS, & VOTING This realignment of the language was suggested by UMECRA's attorney.

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| | <p style="text-align: center;">ARTICLE V</p> <p><u>SECTION 2. CODE OF CONDUCT. Upon election or appointment, the Board of Directors and appointees (see Article VI, Section 5) shall sign and abide by the UMECRA Board of Directors Code of Conduct, (see Appendix A) as adopted by the Board from time to time. Failure to do so will result in disciplinary action, and may lead to removal from the Board by the affirmative vote of a majority of the attending quorum of the Board of Directors.</u></p> | <p>This is a new Section under Article V being proposed for addition to the Bylaws. In March of 2015 the Board of Directors agreed that a Code of Conduct should be implemented for the Officers, Directors and Board appointees to adhere to. The original Code of Conduct did not have any consequences identified if a member of the Board were to commit any violations of the Code. In November of 2015 the Board of Directors unanimously agreed to add language to the Code of Conduct addressing this issue. The Board then requested that the entire Section as proposed be added to the Bylaws.</p> |
| COMMENTS; | | |
| <p>Appendix A is the Board of Directors Code of Conduct. The Code of Conduct became a part of the Bylaws at the 2016 Annual meeting as a separate resolution. It can be found with the 2016 version of the Bylaws on the UMECRA website <www.umecra.com></p> | | |

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| <p style="text-align: center;">ARTICLE VI OFFICERS</p> <p>SECTION 3. OUTGOING PRESIDENT AND TERMINATION OF OTHER OFFICERS. The outgoing President shall remain on the Board of Directors as an additional director-at-large. Any Officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors, with cause.</p> | <p style="text-align: center;">ARTICLE VI OFFICERS</p> <p>SECTION 3. OUTGOING PRESIDENT AND TERMINATION OF OTHER OFFICERS. The outgoing President shall remain on the Board of Directors as an additional director-at-large. Any Officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors, with cause <u>pursuant to Article V-Section 2, above, or for cause arising from acts or failures to act in a manner or intent contrary to the spirit and responsibilities of participation or attendance in this sport or to the effective conduct of the business of the Corporation.</u></p> | <p>The proposed language is being brought forward by the Board of Directors and is intended to show the relationship between Article V, Section 2, and Article VI, Section 3 in regards to Officers who fail to meet the expectations of the Code of Conduct and/or the responsibilities inherent in the role of an Officer of the Corporation.</p> |
| <p>COMMENTS;</p> | | |
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| <p style="text-align: center;">ARTICLE VII BOOKEEPING AND BYLAWS</p> <p>SECTION 1. INSPECTION OF THE BOOKS. Members shall be permitted to inspect the books of the Corporation at all reasonable times.</p> | <p style="text-align: center;">ARICLE VII BOOKEEPING AN BYLAWS</p> <p>SECTION 1. INSPECTION OF THE BOOKS. <u>By written request by certified mail with return receipt to the President and Vice President and with appropriate notice, members shall be permitted to inspect the books of the Corporation at all reasonable times at a time and place set by the Executive Committee.</u></p> | <p>Proposed language states the process and procedures a member must follow to request an inspection of the books of the Corporation. Current language is ambiguous as to "at all reasonable times". Proposed language allows for notice by mail thus creating an equitable solution to when and where the books may be inspected.</p> |
| <p>COMMENTS;</p> | | |
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| <p style="text-align: center;">ARTICLE IX</p> <p>STANDING COMMITTEES (1/10)</p> <p>SECTION 4. AUDIT COMMITTEE. The President may, upon the affirmative action of the Board of Directors, designate two or more persons from the membership of the Corporation to constitute an Audit Committee, which, to the extent determined by the President, shall have and exercise the authority of the Board of Directors in the auditing of the accounts of the Corporation and shall have full access to all books of the Corporation in the possession of any Officer of the Corporation. The Secretary/Treasurer shall submit her/his accounts to the auditing committee and any time at their request.</p> | <p style="text-align: center;">ARTICLE IX</p> <p>STANDING COMMITTEES (1/10)</p> <p>SECTION 4. AUDIT COMMITTEE The President may, upon the affirmative action of the Board of Directors, designate two or more persons from the membership of the Corporation to constitute an Audit Committee, which, to the extent determined by the President, shall have and exercise the authority of the Board of Directors in the auditing of the accounts of the Corporation and shall have full access to all books of the Corporation in the possession of any Officer of the Corporation. The Secretary/Treasurer shall submit her/his accounts to the Audit Committee <u>at anytime within ten (10) business days with their reasonable</u> request.</p> | <p>Current language allowing the Auditing Committee to request the Corporations accounts/books at "anytime" without regards to proper notice being given is ambiguous. Proposed language would establish a reasonable timeframe for an Officer and/or the Secretary/Treasurer to reply to the request for records of the Corporation.</p> |
| <p>COMMENTS;</p> | | |