

# Bylaws of the Pacific Northwest Endurance Rides, Inc.

As Amended and Adopted January 22, 1994 at the  
Annual Meeting of the Corporate Membership

## ARTICLE I: General:

**Section 1. Title.** This corporation shall be known as the PACIFIC NORTHWEST ENDURANCE RIDES, INC (hereinafter PNER).

**Section 2. Corporate Office.** The official office of PNER shall be at the office of the corporation's current attorney of record.

**Section 3. Corporate Seal.** The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal State of Washington, 1994". The PNER seal shall be maintained in the custody of the Secretary.

**Section 4. Purposed and Objectives.** The purposed objectives of PNER shall be:

- a) To promote equestrian endurance events in the Pacific Northwest region of the United States of America and Canada, approximating the States of Oregon, Washington, Idaho, and Western Montana and the Canadian Province of British Columbia.
- b) To provide for the recording and publication of scientific data relating to the condition and performance of horses during recognized events.
- c) To encourage the recreational use of trails on public lands in the Pacific Northwest region.
- d) To disseminate historical information relating to trails
- e) To cooperate with State and Federal agencies, which have jurisdiction over public lands and resources.
- f) To carry on any activity and to disburse all funds received for the aforesaid purposes without limitation, provided that no such activity shall be conducted by PNER which is not permitted by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any corresponding future provision of said code, and that PNER shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene or participate in any political campaign on behalf of any candidate for political office; and provided further that no part of the net earnings of PNER shall inure to the benefit of any member or private individual, and no member, director or officer of PNER shall receive any pecuniary benefit from PNER, except such reasonable compensation as may be allowed for services actually rendered to PNER

**Section 5. Not for Profit Status and Dissolution Clause.** PNER is organized exclusively for educational purposes within the meaning of 501 (c) (3) of the Internal Revenue Code of 1954 or the

corresponding provision of any future United States Internal Revenue Code. PNER does not exist for pecuniary gain or profit to the members thereof, and is organized pursuant to the general not for profit corporation law of the State of Washington. In the event that PNER is voluntarily dissolved, dissolution shall be carried out under R.C.W. 24.06.260. Upon the dissolution of PNER, after paying or adequately providing for the debts and obligations of PNER, the remaining assets shall be distributed to a non-profit fund, foundation or corporation selected by the Board of Directors of PNER, which is organized and operated exclusively for charitable, educational or scientific purpose or for the prevention of cruelty to animals and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

**Section 6. Boundaries.** PNER shall represent the general geographical area of the Pacific Northwest United States of America and Canada, approximately the states of Oregon, Washington, Idaho, and Western Montana, and the Canadian Province of British Columbia.

**Section 7. Fiscal Year.** The PNER Fiscal Year shall begin on the first day of January and end on the last day of December of each year

## ARTICLE II: Membership

**Section 1. General Membership** PNER shall be open to any person who demonstrates interest in their support for PNER. After submitting the appropriate fee and completing a membership form, senior and junior members may compete for annual awards given by PNER

**Section 2. Membership Cards.** The Board of Directors may provide for the issuance of cards evidencing membership in PNER, which shall be in such form as may be determined by the Board. Such cards shall be signed by the Secretary or an assistant secretary and shall bear the seal of PNER. All cards evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the card shall be entered in the records of PNER. If any card shall become lost, mutilated or destroyed, a new card may be issued therefore upon such terms and conditions as the Board of Directors may determine.

**Section 3. Types of Memberships.** Membership in PNER shall be limited to one of the following categories:

- a) Senior Membership – for persons age 16 or older at the time of initial application or renewal.

- b) Junior Membership – for persons under the age of 16 as of the first day of the ride season in which the ride is held.
- c) Family Membership – for all Senior and Junior members living at a single-family residence.
- d) Associate Member – for persons who do not otherwise qualify for Senior or Junior membership.

**Section 4. Definitions.** For purposes of these Bylaws the following definitions shall apply:

- a) General Membership shall mean all Senior Members of PNER in good standing.
- b) “Member in Good Standing” shall mean a member who has paid the required dues and is not more than thirty (30) days in arrears for assessments, fines or other monies owing PNER and/or is not otherwise under revocation or suspension by action taken in accordance with these Bylaws. With the exception of Associate Members, all members shall reside within the boundaries of PNER as described in Article 1, Section 6 of these Bylaws.
- c) “Recognized Event” shall mean an endurance ride, which has received official PNER recognition by approval of the Board of Directors.

**Section 5. Voting Rights for Membership Categories.**

- (a) Senior Members: Each Senior Member in good standing shall be entitled to one vote on each matter submitted to a vote of the general membership.
- (b) Junior Members; Each Junior Member in good standing shall be entitled to one vote on each matter submitted to a vote of the junior membership. A Junior Member shall not be entitled to vote on matters submitted to a vote of the general membership.
- (c) Associate Members: Associate Members are not entitled to vote on any corporate matters.
- (d) Family Memberships: Each Senior Member in good standing who is part of a family membership shall be entitled to one vote on each matter submitted to a vote of the general membership EXCEPT that a family membership shall be limited to a maximum of three senior votes. No other limitation on the rights and privileges of membership shall be imposed upon family memberships.

**Section 6. Eligibility for Awards.** Before any Senior or Junior Member can receive mileage points and/or performance awards from PNER, the member must be a member in good standing.

**Section 7. Revocation of Membership.**

- (a) Membership in PNER may be revoked upon an affirmative vote of two-thirds (2/3) of the Board of Directors present at any regular or special meeting of the Board. Written notice of such proposed revocation must be given to the member sought to be revoked at least thirty (30) days prior to the Board meeting at which the charges are to be heard and acted upon. The

notice shall advise the member of the pending charges, that the member shall have the opportunity to be present at said meeting, and that the member shall have the right to present witnesses and other evidence in opposition to the pending charges. The Board of Directors may, at its discretion, invite one or more members or other person to the meeting to present evidence in support of the pending charges. Upon the hearing of all evidence, the Board shall decide whether revocation of corporate membership is appropriate under the circumstances.

- (b) If the member is aggrieved by a revocation decision of the Board, the revoked member shall have the right to appeal the Board’s decision to the general membership. To override a revocation of membership by the Board, a majority vote of the senior members present shall be required.
- (c) Any membership in PNER may be revoked for any one of the following causes:
  1. Failure to make timely payment of dues or other assessment due PNER. A “Notification of Arrears” shall be sent to any member by certified mail (return receipt requested) who is past due in making any payment or payments to PNER. If said member fails to make the required remittance in full within ten (10) days of the date on which the “Notification of Arrears” was received, the membership shall automatically be revoked without any formal action by the PNER Board, Officers, or general membership;
  2. Failure to abide by any provision of the Articles of Incorporation or these Bylaws, or to obey any rule or regulation promulgated by PNER or its representatives;
  3. Threatening to or committing any unreasonable act in connection with PNER activities which is likely to or actually results in injury or damage to any other person; or
  4. Violating any criminal statute in connection with the member’s corporate duties or participation in three (3) recognized events.
- (d) When a membership is revoked as provided above, PNER shall refund to the member a prorated portion of his or her prepaid dues and other assessments, provided that PNER reserves the right to retain out of said prepaid dues and assessments any amount equal to the cost of any damages caused by the revoked member.

**Section 8. Suspension of Membership or Other Sanctions.**

- (a) Membership in PNER may be suspended and/or fines assessed upon an affirmative vote of two-thirds (2/3) of the Board of Directors present at any regular or special meeting of the Board.
- (b) Written notice of a proposed suspension and/or fine must be given to the member sought to be sanctioned at least thirty (30) days prior to the Board meeting during which the allegations or

charges shall be heard and acted upon. The notice shall advise the member of the pending charges, that the member shall have the opportunity to be present at said meeting and that the member may present witnesses and other evidence in opposition to the charges for the Board's consideration. The Board of Directors may, at its discretion, invite one or more members or others to the meeting to represent evidence in support of the charges. Upon hearing all of the evidence, the Board shall decide whether suspension of corporate membership or other sanctions are appropriate under the circumstances.

- (c) If the suspended and/or fined member is aggrieved by the decision of the Board, the suspended and/or fined member shall have the right to appeal the decision to the general membership at the next meeting of the general membership. To override a decision to sanction by the Board, a majority vote of the senior members present shall be required.
- (d) Any member may be suspended from PNER and/or from participating in recognized events, or fined, for one or more of the following acts:
  1. Failure to pay entry fees or other duly authorized charges related to PNER activities;
  2. Writing checks without sufficient funds in the account and/or failure to properly and promptly redeem said NSF checks or pay handling fees promptly;
  3. Obvious inhumane treatment of animals;
  4. Interference with Ride veterinarians or Ride officials; or
  5. Failure to abide by any provisions of the Articles of Incorporation or these Bylaws, or to obey any rule or regulations promulgated by PNER or its representatives.
- (e) All fines assessed must be paid before the member's participation in subsequent recognized events or receiving any mileage points or PNER awards.

**Section 9. Reinstatement.** Upon written request signed by a revoked or suspended member and filed with the Secretary, the Board of Directors, by an affirmative vote of two-thirds (2/3) of the members present, may reinstate the revoked or suspended member upon such terms as the Board of Directors may deem appropriate.

**Section 10. Transferability.** Membership in PNER is not transferable or assignable.

**Section 11. Dues.** The Board of Directors shall determine the annual dues to be assessed to each category of membership in PNER. Membership dues are due and payable by January 1<sup>st</sup> of each ride year. All members must pay his or her dues before the event with which he or she wishes to begin point creditation or to vote upon any corporate matters. There shall be no retroactive points.

## **ARTICLE III: Board of Directors**

**Section 1. Management, Authority & Responsibilities.** The business and property of PNER shall be managed by the Board of Directors. All elected and appointed positions shall be filled by members in good standing.

**Section 2. Composition.** The Board of Directors shall consist of one rider representative for each 50 members or part thereof from each represented area (Oregon, Washington, Idaho, Western Montana, and the Canadian Province of British Columbia) elected by the Senior Members of the represented area; two (2) ride manager representatives from each represented area to be elected by the ride managers of the represented area; and, one Junior Representative at-large to be elected by the juniors of all represented PNER areas. The Board of Directors shall also include the current President and Vice President, and the most recent Past President.

**Section 3. Voting.** Each member of the Board of Directors shall have one vote on each matter coming before the Board. All voting by members of the Board of Directors shall be in person.

**Section 4. Quorum.** A quorum for conducting business by the Board of Directors shall be one-half (1/2) of the duly elected Board of Directors.

**Section 5. Removal.** Any Board member may be removed from office upon a majority vote of the general membership at any regular or special meeting of the general membership of PNER. Notice of the proposed removal must be given by the Board to the concerned Board member a minimum of thirty (30) days prior to the date of the meeting at which such removal is to be voted upon. The notice to the director must state the cause for the proposed removal and inform the Board member of the right to present witnesses or other evidence in the Board member's behalf to the general membership.

**Section 6. Vacancies.** Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a director shall be filled by the alternate for the position selected under Article VII, Sections 2 and 3 of these Bylaws. Such appointee shall serve during the un-expired term of the director whose position has become vacant.

**Section 7. Duties & Responsibilities.** The duties and responsibilities of the Board of Directors shall include, but are not limited to, the following:

- a) To develop and conduct annual activities to fulfill the purposes of PNER as set forth in the Articles of Incorporation and these Bylaws;
- b) To present to all competitors and other interested persons statistical results of all recognized events;
- c) To advertise and promote each recognized event;
- d) To establish standards for the management of each recognized event;
- e) To provide an evaluation system to determine championships among PNER members who have participated in recognized events, to establish other awards which will benefit and encourage

endurance riding, and to present such awards at the annual PNER meeting;

- f) To develop and publish an annual calendar of recognized events;
- g) To evaluate the total effectiveness of PNER and establish necessary continuing or corrective policies;
- h) To promote membership and establish annual dues;
- i) To approve all accounts payable prior to payment;
- j) To review requests for authorizations of expenditures in excess of \$100;
- k) To hire such personnel as may be authorized by the membership; to establish the duties to be performed and compensation to be paid, if any;
- l) To discharge any employee of PNER found not to be faithfully performing his or her duties;
- m) To approve of rules and regulations to be adopted by PNER;
- n) To review alleged violations of approved rules and regulations and to determine the disciplinary action to be taken, including the imposition of penalties, if any; and
- o) To perform such other duties and responsibilities as are reasonably necessary for the conduct of PNER business and are not otherwise delineated in these Bylaws.

**Section 8. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of PNER, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of PNER, and such authority may be general or confined to specific instances.

**Section 9. Checks. Drafts. Etc.** All checks, drafts, or purchase orders issued in the name of PNER, shall be signed by an officer or agent of PNER in such manner as shall from time to time be determined by the Board of Directors.

**Section 10. Deposits.** All PNER funds shall be deposited in a timely manner to the credit of PNER in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 11. Gifts.** The Board of Directors may accept on behalf of PNER any contribution, gift, bequest or device for general purposes or for any special purpose of PNER.

**Section 12. Residuary Powers.** The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of PNER. All powers of the corporation, except those specifically granted or reserved to the members by law, the Articles of Incorporation, or these Bylaws, shall be vested in the Officers and Board of Directors of PNER.

**Section 13. Binding Future Boards.** No power or authority shall be granted to any PNER officer or to the Board of Directors to bind newly elected officers or directors for subsequent years.

## ARTICLE IV: Officers

### Section 1. President.

- a) The President shall be the chief executive officer of PNER. The President shall supervise all activities and/or employees of PNER; execute all instruments on its behalf; preside at all meetings of the Board of Directors and the general membership; call such special meetings of the Board of Directors and/or general membership as the President deems necessary; appoint such committees as may be necessary to properly carry out the purposes for which PNER was organized, including determining the number to serve on the committees and to name the chairman thereof; and fulfill or perform such other duties and responsibilities usually inherent of or implied by such office. The President shall have spending authority on his or her own initiative up to a maximum of \$100. Any expenditure in excess of \$100 shall require approval of the Board of Directors.
- b) In the event of a vacancy in the office of President, the Vice-President shall serve as President for the remainder of the term.

**Section 2. Vice-President.** The Vice-President shall act for the President in his or her absence and perform such other duties as may be delegated by the President and/or the Board of Directors. In the event of a vacancy in the office of Vice President, the Board of Directors shall appoint a new Vice President for the remainder of the term of office.

**Section 3. Secretary.** It shall be the duty and responsibility of the Secretary to keep clear and accurate record of the business transacted by the Board of Directors and the membership by maintaining a book of minutes of all meetings of the membership and Board of Directors. The Secretary shall be responsible for causing the issuance of the appropriate number of official election ballots to the voting members in good standing; and for the tallying and counting of the official ballots. The Secretary shall perform such other duties as may be delegated by the President or the Board of Directors or as may be implied by the office.

**Section 4. Treasurer.** It shall be the duty and responsibility of the Treasurer to receive and be accountable for all funds belonging to PNER, maintaining a clear and accurate record of all transactions and financial condition of PNER; pay all obligations incurred by PNER when payment is authorized by the President or Board of Directors; maintains bank accounts in depositories designated by the Board of Directors; and render periodic financial reports. The Treasurer shall maintain the records or ledgers for accounts receivables and accounts payable. The Treasurer may be required, at the discretion of the Board of Directors, to secure a fidelity bond with the amounts of the bond filed by the Board of Directors and the premiums paid by PNER.

**Section 5. Secretary-Treasurer.** Upon recommendation of the President, the Board of Directors may

determine that the Secretary and Treasurer may be one and the same person.

**Section 6. Points Secretary.** It is the duty and responsibility of the Points Secretary to record and maintain clear and accurate records of the points and miles for all ride results from all recognized events that are received; to return ride results to the ride manager for necessary correction of results; and to supply the standings for PNER year-end awards for publication in the PNER Newsletter.

**Section 7. Membership Secretary.** It is the duty and responsibility of the Membership Secretary to keep a clear and accurate record of the membership register.

**Section 8. Points/Membership Secretary.** Upon recommendation of the President, the Board of Directors may determine that the Points Secretary and the Membership Secretary may be one and the same person.

**Section 9. Qualifications.** Only Senior Members in good standing who have reached the age of 18 may run for the offices of President or Vice-President, or be appointed to the position of PNER Treasurer.

**Section 10. Removal.** Any PNER officer may be removed from office by a majority vote of the general membership at any regular or special meeting of the general membership of PNER. Notice of the proposed removal must be given to the effected officer a minimum of thirty (30) days prior to the date of the meeting at which time such removal is to be voted upon. The notice to the officer must state the cause for the proposed removal and inform the officer of the right to present witnesses or other evidence on his or her behalf to the general membership.

## **ARTICLE V: Committees**

**Section 1. Executive Committee.** The Executive Committee shall consist of the President, the Vice-President, and a third Board member elected by the Board of Directors to serve for the same term as the President and Vice-President. The Executive Committee shall be empowered to make all decisions empowered to the Board of Directors. Any decisions so made shall be subject to review at the next meeting of the full Board of Directors. Executive Committee decisions shall be made on an emergency basis only and are usually considered interim until confirmed by a meeting of the Board of Directors.

**Section 2. Committees of Directors.** Upon recommendation of the President, the Board of Directors by resolution adopted by a majority of the Directors in office, may designate one or more committees consisting of two or more directors which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of PNER. The designation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law or otherwise.

**Section 3. Election Committee.** Prior to the annual PNER business meeting, each represented area shall conduct an area meeting for the purpose of electing an area representative to serve as a member of the PNER Election Committee. The Election Committee shall, therefore, be composed of one (1) representative from each of the represented areas and shall assist the Secretary with the distribution of the Official Ballots; for assisting the Secretary in the collection and counting of official ballots; and for such other duties as may be delegated by the President related to elections and voting. The Chair of the election committee shall be elected by the election committee members.

**Section 4. Other Committees.** Upon recommendation of the President, other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by a majority of the Directors present at any properly called regular or special meeting of the Board of Directors. Except as otherwise provided in such resolution, members of the committee shall be PNER members in good standing. The President shall appoint the members thereof. Any committee member may be removed by the President whenever the best interests of PNER shall be served by such removal.

## **ARTICLE VI: Terms of Office and Qualifications**

**Section 1. Board of Directors.** The term of office of PNER directors shall be one year. Directors may succeed themselves in office, or shall serve until their successor shall have been duly elected and qualified.

**Section 2. PNER Officers.** PNER officers shall be elected to serve a term of one (1) year. Officers may succeed themselves in office or shall serve until their successor shall have been duly elected and qualified.

**Section 3. Qualifications.** Any member running for PNER office or the Board of Directors must have been a member in good standing for at least one year prior to election to any such position.

## **Article VII: Meetings**

### **Section I. Annual Meeting**

- a) The annual meeting of the general PNER membership shall be held in January at a time and place designated by the President. The annual meeting may be, for good cause shown, postponed for a maximum of thirty (30) days. At this meeting, Board members and Officers shall be elected for the next Fiscal Year.
- b) At the annual meeting after the election of the Rider and Ride Management Representatives, and the Junior Representative, the general membership shall elect a President and a Vice-President. The President shall appoint a Secretary or Secretaries and a Treasurer.
- c) At the annual PNER meeting the Senior Members present or represented by written proxy shall constitute a quorum.

**Section 2. Area Meeting** Prior to the annual PNER business meeting, each represented area (Oregon, Washington, Idaho, Western Montana, and British Columbia) shall conduct an area meeting for the purpose of electing the following area representatives:

- a) One Rider Representative as a member of the Board of Directors for each fifty members or part thereof, together with an equal number of alternates.
- b) Two Ride Manager Representatives as members of the Board of Directors, together with an equal number of alternates. When electing area Ride Manager Representatives each Ride Manager of a currently sanctioned ride will have one vote per event which is sanctioned as of the date the voting takes place.
- c) One (1) Election Committee Representative.

**Section 3. Junior Meeting** Prior to the annual PNER business meeting, the Junior Members shall conduct a meeting for the purpose of electing an At-Large Junior Representative and an alternate. The Junior At-Large Representative shall serve on and be a member of the Board of Directors pursuant to Article 111, Section 2 of these Bylaws.

**Section 4. Special Membership Meetings.** Special meetings of the PNER membership may be called from time to time at the discretion of the President or Board of Directors by written notification to the general membership of the place, day, hour and purpose or purposes of the meeting at least thirty days, and not more than 45 days, prior to the date of the special membership meeting.

**Section 5. Board of Directors Meetings.**

- a) Notice of Meetings. Notification of all Board meetings shall be made to the general membership in writing, at least thirty days, and not more than forty-five days, prior to the date of the Board meeting. Meetings of the Board of Directors are open to the membership. However, no member not a member of the Board may participate in Board discussions unless invited to do so by the Presiding Officer. Special meetings and Executive Sessions may be called at the discretion of the President. Actions of the Board of Directors at regular, executive session and special meetings shall be reported to the general membership in the newsletter and at the following Annual Meeting.
- b) Annual Meeting. The PNER Board of Directors shall conduct at least one meeting each year coincident with the annual PNER meeting and at such other times, as the President deems necessary for the competent management of PNER.
- c) Special Board of Directors Meetings. The general membership shall be notified of all special meetings of the Board of Directors in writing, at least thirty days, and not more than forty-five days, prior to the date of the special Board meeting. The notice requirement may be

suspended in cases of emergency. The results and/or actions of the Board of Directors in special meetings shall be reported to the general membership in the newsletter and at the following Annual PNER Meeting.

- d) Executive Session -Board of Directors. The Board of Directors may be called into Executive Session by the Presiding Officer. All Executive Sessions are closed to the general membership. However, the results of the executive session shall be reported to the general membership in the newsletter and at the next meeting of the general membership.

## **ARTICLE VIII: Elections**

**Section 1. General.** During the Annual Meeting and after the elections of the Area Representatives and the Junior Representative, the senior members of the Corporation shall elect a President, a Vice-President, and Corporate Financial Reviewers. The President shall appoint a Secretary or Secretaries and a Treasurer.

**Section 2. Procedure.** The election of PNER Officers shall be conducted at the annual meeting. The election procedure shall be as follows:

- a) The President shall turn the meeting over to the Chair of the Election Committee who will ask the remaining Committee members to distribute the official Ballots to each Senior Member in good standing present in person or by written proxy.
- b) The Chair of the Election Committee shall call for nominations for the Offices of President and Vice President who shall run as a slate of officers. Thereafter the Chairman shall call for nominations for three Corporate Financial Reviewers. The Chair shall acknowledge motions and seconds to close the nominations, and ask the senior members to vote. The closing of nominations shall require a majority vote of the senior members present.
- c) The Chair of the Election Committee shall ask the remaining Committee members to collect the official ballots, assist the Secretary in the counting process, and verify the Secretary's tally of the official ballots.
- d) The Chair of the Election Committee shall announce the results of the election. The candidates receiving the largest number of votes shall be considered elected.

## **ARTICLE IX: Voting**

**Section 1. General Election.** Senior members in good standing may cast one vote in the general election for each office in accordance to the provisions of Article 11, Section 5 of these Bylaws. Family memberships are allowed a maximum of three (3) senior votes provided the family consists of three or more senior members in good standing.

**Sections 2. Qualifications.** Senior members in good standing age 18 or older may nominate, vote, run for, or be appointed to PNER Offices.

**Section 3. Policy Matters.** With the exception of associate members, any member in good standing may vote on policy matters which may or may not adversely affect PNER.

**Section 4. Area Meetings.** When electing area Ride Manager Representatives to the Board of Directors, each Ride Manager of a currently sanctioned ride in that area will have one vote per sanctioned event.

**Section 5. Ride Management Criteria.** Only members of the Board of Directors may vote on PNER policy governing ride management criteria.

**Section 6. Board of Directors Meetings.** Each member of the Board of Directors shall possess one vote in matters coming before the Board. All voting at meetings of the Board of Directors shall be in person. All matters decided shall be by majority vote unless otherwise specified in these Bylaws.

**Section 7. Voting Proxy.** At any meeting of the PNER general membership, a senior member entitled to vote may do so by proxy executed in writing by the member or his or her duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. All proxies shall name a specific person to act on behalf of the member.

#### **ARTICLE X: Rules of Order**

The rules of procedure at all PNER meetings shall be Robert's Rules of Order, as far as applicable, and when not inconsistent with these Bylaws. The rules of procedure may be suspended by majority vote of those present and voting at any meeting.

#### **ARTICLE XI: Method of Amending Bylaws.**

Amendments to these Bylaws shall be proposed in writing and submitted to the Board of Directors. If approved by a majority vote of the Board members present at a duly noticed meeting, the proposed Bylaw change(s) shall be submitted to the general membership for their consideration. The general membership shall be notified in writing of a proposed Bylaws change or changes at least thirty (30) days and not more than forty-five (45) days prior to the meeting at which the proposed change shall be voted upon. Bylaws changes shall be approved by a majority vote of the senior members in good standing present at the duly noticed meeting in person or by written proxy.

#### **ARTICLE XII: Waiver**

Whenever any notice is required to be given under the provisions of the Not For Profit Corporation Act of the State of Washington (RCW Title 24) or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver therein in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XIII: Auditors**

**Section 1.** A committee of three (3) auditors, none of who shall be directors or officers, shall be elected by the members for a two-year term. They shall at all times have access to the books and records of the Corporation, and shall be responsible for systematically and regularly checking the accounting systems in use. They shall audit the books and records at least annually and shall report their findings and recommendations to the Directors.

**Section 2.** After the close of each fiscal year, there shall be an audit of the year's business by the audit committee.

#### **ARTICLE XIV: Adoption**

These Bylaws as adopted this 22nd day of January 1994, hereby supersede all previous Bylaws to the Constitution of the PACIFIC NORTHWEST ENDURANCE RIDES, INC.

IN WITNESS Whereof, the undersigned, as per the resolution duly passed by the membership at the 1994 annual meeting, do make these Amendments to the existing Bylaws of the Corporation, on this 22nd day of January, 1994.

Ramey R. Stroud, President  
Lois Fox, Secretary.

Amended January 26, 2008.  
Darlene Anderson, President  
Arne Smith, Ad Hoc Secretary