

**Minutes of meeting of Board of Directors
Fort Harrod BCH
August 21, 2008**

A meeting of the Fort Harrod BCH Board of Directors was held at 7:00PM on the above date for the following purposes:

Review minutes of last meeting as well as financials and membership log;

Formation of a committee to organize a master file of all required information associated with Fort Harrod BCH;

Update on RTCA and other grant applications and opportunities;

Discuss and vote on Bylaws for Fort Harrod BCH;

Discussion regarding adopting a trail at Shaker Village;

and Scheduling meetings and workshops for remainder of 2008.

Sign-in sheet of those attending is included.

- Minutes of the July, 10th meeting were read and correction noted with motion to approve by David Rule and a second by Dayna Nelson. Minutes of August 2nd meeting were read and a motion to approve by David Rule with a second by Carol Conover. Membership log and Financial reports for both July and August read and a motion to approve by David Rule with a second from Dayna Nelson. Note made of \$30.00 rebate by the Horse Council.
- Membership on this date stood at 30.
- A committee of 3 was suggested for assemble and management of the master file which is to be kept at UofK Extension Office. Bob Cairns made a motion that the 3 members be the President, Vice President and Secretary/Treasurer of Fort Harrod BCH with a second by Greg Mason.
- Update on Eagles Nest: The Application to the National Parks Service (NPS) has been submitted with word of whether accepted by mid-

September. Carol Conover thanked all who participated in the Aug 2nd trail cleaning work day. Discussion as to effects of hunters on nearby properties opened by guest and new members Mike and Kevinie Click. Their concerns are that hunters don't always ask permission before moving on to surrounding properties, and if Fish and Wildlife are being considered as managers of this land will it be open to all "sportsman"? Clarification was given by Carol Conover that Eagles Nest would not be open to all sportsman but they are looking for support in management. Other options such as NPS are also being considered. An estimate on making a map of Eagle's Nest by a professional map maker was \$2,000, but Jerry Hancock has volunteered his services free of charge.

Bylaws were reviewed and are as follows:

Fort HARROD BACK COUNTRY HORSEMAN

BYLAWS

ARTICLE I. PURPOSE

Section 1- Purpose. The purpose of the Fort Harrod Back Country Horseman (Fort Harrod BCH), a Kentucky non-profit corporation, shall be as follows:

- (a) To perpetuate the common sense use and enjoyment of horses in America's backcountry and wilderness areas;
- (b) To work to insure that public lands remain open to recreational stock use;
- (c) To assist the various government and private agencies in their maintenance of said resources;
- (d) To educate, encourage and solicit active participation in the wise and sustainable use of the backcountry resource by horsemen and the general public commensurate with our heritage; and
- (e) To foster and encourage the formation of new state backcountry horsemen's organizations.

Section 2- Mission statement. In keeping

with the purpose above in addition to those purposes specifically set forth in the organization's Article of Incorporation, the mission of the Fort Harrod BCH is to educate the public and promote the proper development, maintenance, use and management of trial areas in central Kentucky.

ARTICLE II.MEMBERSHIP

Section 1- Membership. Membership is open to any individual, family, firm, partnership, or corporation, regardless of race, color, age, sex, religion, disability, sexual orientation, or national origin who is interested in promoting the purposes and mission statement as set forth in Article I.

Section 2- Voting. All individual members may cast one vote in Fort Harrod BCH business. Family membership is entitled to two votes, provided that two persons from the family are present at the time the vote is taken. Firms, partnerships, and corporations are limited to one vote per entity. There are no provisions in these By-Laws for voting by proxy.

Section 3- Liability. Organization members and officers are not personally liable for debts or obligations incurred by Fort Harrod BCH, so long as those debts and obligations were duly authorized by a majority of the organization's membership as an item of business at a regular or special meeting of the organization.

Section 4-Dues. Dues shall be set annually. A roster of dues paid members as of October 1, 2008 shall be submitted to the Back Country Horsemen of America (BCHA) with the organization's affiliate application. Thereafter, beginning in January 2009, an updated roster including new member's names shall be submitted quarterly to the BCHA.

Section 5-Membership termination. Membership in the Fort Harrod BCH shall be terminated upon any of the following events:

- (a) Upon a member's resignation, death, disqualification or removal:
- (b) When due are thirty (30) days overdue, unless prior arrangements have been agreed upon by the Directors; or
- (c) Upon suspension for a period of time (to be determined by the Board) or expulsion for cause (such as a By-laws or rules

violation), or for conduct prejudicial to the interests and purpose of the Fort Harrod BCH.

The member shall be notified in writing of the proposal to terminate or suspend membership, which termination or suspension is contingent upon a majority vote of the Board of Directors of the organization.

Section 6- Evidence of Membership. The Directors may, but shall not be required to, issue cards, certificates, decals or other evidence of Fort Harrod BCH membership.

Section 7- Term of Membership. Membership in the Fort Harrod BCH commences as of January 1 and continues for twelve (12) months thereafter.

Section 8- Application and Admission of Members. Membership application will be completed and accompanied by dues payment. Membership becomes effective upon receipt of dues and shall continue until December 31 of the year in which dues are paid.

Section 9- Meeting.

- (a) Membership meetings shall be held on the first Thursday of the month at 7:00 p.m. at the Mercer County Cooperative Extension Service Office for the months of October through March. From April through September, meetings may be held during service and education sessions at a time and place called for by the presiding officer, providing proper notice has been given.
- (b) All business shall be conducted at regularly scheduled meetings.
- (c) The annual Fort Harrod BCH meeting will be held each June commencing in June 2009 to coincide with the Fort Harrod Beef Festival at a place and date designated by the board. Members will be notified of the annual meeting's date and location at least (30) days in advance.
- (d) Special meeting for specific purposes may be called by the President; upon written request signed by at least (3) directors; or upon written request by any 10 (10) voting members in good standing. No business may be

conducted at these special meetings other than the business purpose set forth in the call for the special meeting.

Section 10- Meetings open to the public.

Participation or attendance at Fort Harrod BCH sponsored events and meetings shall not be contingent upon membership in the organization.

ARTICLE III. BOARD OF DIRECTORS

Section 1- Responsibilities. Fort Harrod BCH business will be managed by a board of Directors (“Directors”) who will focus on fulfilling the purpose and mission of the organization.

Section 2-Membership requirement. Directors shall be Fort Harrod BCH members in good standing.

Section 3- Number. There will be nine (9) Directors on the Board, plus the Past President. The initial Board of Directors as identified in the organization’s Articles of Incorporation shall serve until the first annual meeting to be held in June 2009. In order to stagger the terms, at the first general election, three(3) Directors will be elected to serve three (3) year terms (expiring 2012), three (3) elected to serve two (2) year terms (expiring 2011), and three (3) elected to serve one (1) year terms (expiring 2010). In subsequent years, Directors shall serve three (3) year terms.

Section 4- Death, Resignation, Disqualification, or Removal.

Should a Director or Officer die, resign, be disqualified, or be removed during their term of office, the remaining Directors will appoint a successor to fill the unexpired term.

Section 5- Meetings. A meeting of the Board of Directors may be called by the President or any five (5) Directors with seven (7) days written notice unless that notice is waived in writing. A simple majority of the elected Board of Directors constitutes a quorum.

Section 6- Committee Responsibility. Directors shall serve on at least one (1) committee. Directors will appoint and delegate authority to

committees as is consistent with these By-laws, and shall do whatever is necessary to carry out the Fort Harrod BCH mission.

Section 7- Training. New Directors must attend training provided by the Board before or during the first month of service.

Section 8- Conduct of Meetings. Meetings of the Directors will be chaired by the President, or, in his or her absence, the vice President. No proxies shall be voted at any meeting. Roberts Rules of Order as amended and revised will guide meeting conduct.

Section 9- Voting. Board actions will be determined by a simple majority vote of Directors present.

Section 10- Attendance. Directors are expected to attend all meetings. In the event a Director is unable to attend, he or she must notify the President or Secretary prior to the meeting. The Presiding officer may make arrangements to include an absent Director by speaker phone for purposes of discussion of issues; however an absent Director shall not be permitted to vote on matters pending before the Board.

Section 11- Removal of Board Members. A Director may be removed at any time by a majority vote of the Board. Missing two (2) consecutively unexcused Board meetings constitutes grounds for dismissal.

Section 12- Compensation. All Directors shall serve without compensation.

Section 13- Membership Survey. Directors may survey members annually to determine their interests and needs.

Section 14- Depository of Funds. The Directors shall designate Fort Harrod BCH fund depositories. The Directors shall authorize two (2) officers to sign all checks drawn on organization funds. Those authorized to withdraw funds shall be bonded in an amount determined by the Directors, consistent with state law and good business practice.

Section 15- Financial Review. A financial review of the previous year will be presented at each annual meeting.

Section 16- Conflict of Interest. Serving on the Board of Directors requires Board Members to distinguish what is good for the organization, as opposed to what is beneficial for that Director's business or personal interests. A Board Member who abstains from involvement in an official decision because of a personal or private interest must disclose that fact in writing to the other Board Members and shall abstain from any decision concerning the personal interest, if the decision will affect his or her business, professional, occupational, or group interest. The disclosure shall be made in writing or shall be recorded in the minutes of a formal meeting.

Section 17- Term Limits. There shall be no term limits for services by the Directors.

ARTICLE IV. OFFICERS

Section 1- Number. Officers shall be members of the Fort Harrod BCH and consist of a President, Vice-President, Secretary/Treasurer, and Public Relations Officer, They will be elected for one (1) year terms from and by the Directors at the first meeting.

Section 2- Duties. Fort Harrod BCH duties are as follows:

- (a)– President.** The President is primarily responsible for:
- (i) presiding over all meetings of the Directors and membership;
 - (ii) conducting Fort Harrod BCH affairs, subject to state and federal law, the Articles of Incorporation, and the By-laws;
 - (iii) establishing committees with the Directors' approval;
 - (iv) serving as the Fort Harrod BCH spokesperson or designating a spokesperson;
 - (v) signing documents on behalf of the organization except when specific authority is delegated to another by order of the directors; and
 - (vi) performing other duties as assigned.
- (b)- Vice President.** The Vice President is primarily responsible for:
- (i) assuming the President's duties in her absence;
 - (ii) assisting the President; and
 - (iii) performing other duties assigned by the Directors.

(c)- Secretary/Treasurer. The Secretary/Treasurer is primarily responsible for:

- (i) recording meeting minutes;
- (ii) keeping a current copy of all official Directors' and members' meeting minutes, including the Articles of Incorporation, Bylaws and Amendments thereto, to be maintained at the organization's principal office, the Mercer County Cooperative Extension Services, 1007 Lexington Rd., P.O. Box 324, Harrodsburg, KY 40330;
- (iii) receiving, holding or disbursing Fort Harrod BCH funds, as authorized by the Directors in compliance with the provisions of the Article III herein;
- (iv) supervising annual budget preparation for Directors' approval;
- (v) reporting regularly to the Directors on the financial condition of the Fort Harrod BCH;
- (vi) opening an account at a financial institution approved by the Directors; and
- (vii) performing other duties as assigned by the Directors.

(d)- Public Relations Officer. The Public Relation Officer is responsible for:

- (i) publishing news to the membership;
- (ii) preparing press releases for the publication or broadcast as appropriate, subject to review by the President prior to release;
- (iii) serving as chairperson of the Public Relations Committee; and
- (iv) performing other duties as assigned by the Directors.

(e)- Past President. The Past President shall remain on the Board for one year, performing duties as assigned.

Section 4- Term Limits. No officer shall hold the same office for more than three (3) consecutive terms.

ARTICLE V. COMMITTEES

Section 1- Committees. Committees may be designated by resolution adopted at any Director's meeting at which a quorum is present. Directors shall serve on a least one committee.

Section 2- Term of Office. Each committee member shall serve until the next annual meeting or until his successor is appointed, whichever occurs first, unless the committee completes its work and is disbanded. Should a committee member resign or be unable to perform his or her duties, the Board of Directors shall appoint a new member. A committee member may be removed by a majority vote of the Board of Directors for failure to perform assigned tasks.

ARTICLE VI. BILLS,NOTES,OBLIGATIONS

Section 1- Authorization. All bills payable, notes, checks, drafts, warrants, or other Fort Harrod BCH negotiable instruments approved by the Board of Directors shall be signed by the Secretary/Treasurer and one other Board Member.

Section 2- Limitation on Officers' Authority. No Fort Harrod BCH officer or agent has the power to make any note, check, draft, or warrant, or other negotiable instrument, or endorse the same in the name of the Fort Harrod BCH, or contract or cause to be contracted any debt or liability in the name and on behalf of the Fort Harrod BCH, except as herein expressly prescribed and provided.

ARTICLE VII. RULES

Meetings will be conducted according to Roberts Rules of Order as amended and revised.

ARTICLE VIII. FISCAL YEAR

The Fort Harrod BCH fiscal year shall run from January 1 through December 31 annually.

ARTICLE IX. REVISIONS OF BYLAWS

These By-Laws shall be reviewed annually. Members may submit proposed By-Laws changes annually 60 days prior to the annual meeting. Notice of proposed changes will be made 30 days prior to the annual meeting. Modifications must be approved by a majority vote of the membership at the annual meeting.

ARTICLE X. DISSOLUTION

In the event the Fort Harrod BCH is dissolved, after payment of debts or obligations, assets shall be distributed in compliance with Article VII of the Articles of Incorporation, and any amendments thereto, as determined by the Board of Directors.

- A motion was made by David Rule that we accept the By-Laws as written, seconded by Bob Cairns, with all in favor.
- The By-Laws will be sent to Back Country Horseman of America for approval.
- Discussion regarding adopting the Shawnee Run Trail which will include Chimney Rock Overlook Trail and part of Red Oak Trail of Shaker Village as proposed in a letter from Don Pelly. A motion was made by Bob Cairns for Fort Harrod BCH to adopt the Shawnee Trail, seconded by David Rule with all in favor.
- Bob Cairns to ask Don Pelly if those of us who have yearly passes to Shaker Village can sign an annual release. Decreasing traffic problems surrounding the Dining room. Discussion of encouraging members to purchase the year passes to Shaker Village for the savings and to support Shaker Village.
- Grants submitted or in process are RTCA grant for Eagles Nest, in which Fort Harrod BCH have received letters of support from both

Senator Mitch McConnell and Representative Ben Chandler. Breyer Horse Grant to be processed in Dec, 2008. Horse Council \$500.00 start-up grant has increased their requirements. Ky Equine Education Project to be submitted this month.

- Dayna Nelson is checking cost for information and membership brochures from The Harrodsburg Herald with initial figures of \$370.00 for 500 copies and \$385 for 1000. Black and white as opposed to color will increase the savings.
- All were in favor of Emily Dennis' motion to write a letter on behalf of Fort Harrod BCH to endorse Linda McClanahan for the Farm Public Relations Award. Bob Cairns seconded the motion.

Calendar of events:

Sept 6th St Jude Trail Ride at Shaker Village.

Sept 20th Shaker Village trail cleaning, be ready to go by 9:30 AM.

October 2nd general meeting at Extension Office.

November 6th Meeting at Big Red Stables with Barefoot Clinic.

December 4th, general meeting at Extension office.

Meeting adjourned at 8:30PM.

August 21, 2008

Pat Warner, Secretary/Treasurer

