

Gila Chapter

Back Country Horsemen of New Mexico | MINUTES

Meeting date | time 5/12/2021 6:00 PM | Meeting location Zoom

Meeting called by Doug Dexter

Type of meeting Monthly business meeting

Note taker Cindi deCapiteau

Attendees

Joan Bacon, Cindi deCapiteau, Doug Dexter, Gerry Engel, Jean Hill, Dave Imler, Nancy Imler, Russ Imler, Mickey Lemon, Rawlings Lemon, Charlen Perez, Cheryl Roth, Laurie Wlosinski

AGENDA TOPICS

Agenda topic Call to order | Presenter Doug Dexter

Meeting called to order at 6:04 p.m.

Agenda topic Additions or changes to agenda | Presenter Doug Dexter

There were no changes to the agenda

Agenda topic Approval of April minutes | Presenter Doug Dexter

Discussion The April minutes seem to have been received only by the board of directors and other beloved leaders. The minutes were not approved, but they weren't disapproved either.

Agenda topic Financial & membership report | Presenter Dave Imler

Money in: \$435 from Upper Gila Watershed Alliance (grant payment). PayPal donations totaling \$450. Money remaining in checking \$7191.92.

Dave noted that donors who contribute via PayPal should do so through the [PayPal Giving Fund](#), through which contributors do not pay a fee for the act of giving. Cindi will post information on the chapter website with information for contributors about the PayPal Giving Fund. (In essence: *Because GBCH is a charity registered with PayPal, donations made directly from the PayPal link **on the chapter website** are not subject to a fee from PayPal. If you donate from your own PayPal account or some other portal, there's a good chance you'll be assessed a fee. When you talk to folks about giving money to us, be sure to advise them accordingly.*)

Two new members have joined our crowded collection, for a total membership of 66 trail-loving tree haulers.

Agenda topic *GCSAR Activity* | **Presenter** *Russ Imler*

Russ reported that GCSAR was called out for a mission on Monday near the Gila cliff dwellings, but everybody had walked out by the time they got up there.

Agenda topic *BCHNM Update* | **Presenter** *Mickey Lemon, Rawlings Lemon*

At the moment, there's nothing to update. BCHNM will hold an in-person meeting in July (if everything holds up in the state). Then we'll have a lot more information.

The somewhat-ballyhooed auction undertaken by BCHNM elicited a crosscut saw from Dan Key. The saw sold for \$266. The auction brought in a total of \$6,600 for BCHNM.

Agenda topic *Update on programs & grants* | **Presenter** *Gerry Engel*

Money from the grants we applied for is trickling in, along with paperwork that needs to be filled out to comply with the funding rules. For the Upper Gila Watershed Alliance, the Gila chapter has committed to working (in 600 volunteer hours) 15 miles of trail outside of the wilderness. We listed a number of trails, some of which are in Ft. Bayard and will be easy to clear.

There's nothing new in the way of information or money from the Forest Service, although Crista Osborne (USFS recreation important person) thinks we will have something in two weeks.

There are also documents Doug needs to sign electronically.

Action items

Person responsible

Sign grant award documents

Doug Dexter, as facilitated by Gerry Engel

Agenda topic *Insurance for trail volunteers* | **Presenter** *Rawlings/Gerry/Dave*

The Gila chapter now has medical insurance for people (whether they are members or volunteers from other organizations) who conduct trail work with us. The policy is effective until April 15, 2022. Dave signed the checks. Paid for the medical insurance.

Agenda topic *Bylaws & Board Structure* | **Presenter** *Dave Imler*

The chapter's board of directors has been discussing changes in the GBCH bylaws and Board of Directors. Under the current Bylaws, the board serves in an advisory capacity and all decisions/actions/expenditures/business must be approved by the membership. As the chapter continues to grow and our operations involve an increasing number of participants, that structure has become a barrier to getting things done quickly.

Proposed Bylaws changes. Two changes are proposed to the Bylaws.

Board is responsible for chapter business. One change makes the Board responsible for the business of the chapter. The implication is that the Board can make financial and procedural decisions for the chapter and doesn't have to take all matters before the membership—a clumsy procedure since the chapter meets only once a month and decisions are sometimes needed in a timelier manner.

Expand Board membership. The second proposed Bylaws change is to expand the Board by three members—including the state directors (Mickey and Rawlings Lemon) who will be incorporated into the Board of Directors, and a member at large. The Board now has a total of four directors. The proposed change would bring total number of directors to seven.

Disposal of assets. Rawlings Lemon posed a question regarding disposal of assets in the event of dissolution of the chapter. He noted that as written in the proposed Bylaws changes, the chapter's assets would go to a 501c3 organization, specified as BCHNM. BCHNM, however, is a non-profit outfit, but not a 501c3. Adding confusion to the matter, the BCHNM Bylaws state that any assets from a dissolving chapter will go to the state. It seems that portion of our proposed Bylaws is in conflict with the state bylaws. Moreover, Gerry isn't sure we could legally give the assets to a 501c3.

We have a need to investigate these intricacies, then define, resolve, and revise our Bylaws accordingly. Mickey read from the BCHNM Bylaws: "...any assets remaining shall be transferred to the state board in the event of dissolution or termination . . ." and after that, any remaining assets are transferred to BCH education entity (which is a 501c3). Russ Imler added that read that if BCHNM is not exempt, the dissolving chapter's assets transfer to BCHA, a 501c3 organization. So if BCHNM can't receive the assets, the Gila chapter Bylaws indicate assets go directly to BCHA.

Motion by Dave Imler, second Mickey Lemon: Accept for further discussion the Bylaws changes as indicated. The motion carried, as indicated by a show of hands. The new Bylaws *a fait accompli*.

Motion. With the new Bylaws in place, the position of director-at-large must be filled. The role of that position is to participate in any Board votes on matters pertaining to Gila chapter business. Somebody nominated Gerry Engel for the role. Laurie Wlosinski moved to vote on Gerry's directorship and the motion received a second. The unanimous show-of-hands indicated that Gerry will assume the duties immediately. The board now has seven members, with the Lemons, as state directors, subsumed and Gerry officially elected.

See page 5 for the new Bylaws (changes highlighted in red text).

In-person meetings. As the scary events of the past 13 months sink over the horizon, we can begin to plan for face-to-face business meetings. Can't do that just yet, but we can earmark July for a picnic, as suggested by Nancy Imler.

Adopt-a-Highway. The highway cleanup coordinator (you know the deal—US Hwy 180 east and west between mile markers 108 and 109) has resigned. Doug filled that duty for the last cleanup, but come on people! There's lots of you out there who could take this on. The coordinator:

- Announces an upcoming detail.
- Notifies the local NM Department of Transportation project office of the date the detail will occur.
- Picks up trash bags from NMDOT (over on Hwy 152, at about mile marker 3).
- Attends and supervises the detail, including:
 - Keeping track of the first aid kits
 - Safety briefing before the detail begins
 - Makes water and trash bags available to the rag pickers
 - Keeps a list of names of rag pickers on a given detail

- Announces the detail on the chapter’s Facebook page and follows up with a report about the event (e.g., number of bags picked up, interesting finds in the ditches, hilarious events)

Call the NMDOT District public information office in Deming at 575-640-5981 and ask for the phone number of the Silver City Project office on Hwy 152.

Action items	Person responsible
Investigate the situation of dissolution with BCHNM and federal legislation.	Rawlings Lemon
Resolve question about 5a01c3 status of BCHNM	Rawlings Lemon
Get signatures from every Board member (new and existing) to officialize the new Bylaws	Dave Imler
Volunteer as highway cleanup coordinator	Everybody – anybody!
Distribute message to membership about the highway cleanup coordinator position	Doug Dexter

Agenda topic Announcements |

Next Meeting: June 9, 2021

GILA CHAPTER
BACK COUNTRY HORSEMEN OF NEW MEXICO, INC.
BYLAWS

ARTICLE I – NAME

Section 1 This organization shall be called GILA CHAPTER of the BACK COUNTRY HORSEMEN OF NEW MEXICO, herein after GILA CHAPTER called Chapter and BACK COUNTRY HORSEMEN OF NEW MEXICO called BCHNM.

Section 2 This Chapter is a Regional Chapter of BCHNM.

Section 3 The Chapter is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II – PURPOSE AND OBJECTIVES

Section 1 The Chapter shall perpetuate the common sense and responsible use and enjoyment of horses, mules and other livestock in America’s back country and wilderness.

Section 2 The Chapter shall work to ensure that public lands remain open to recreational livestock use.

Section 3 The Chapter shall assist various government and private agencies in their maintenance and management of public lands.

Section 4.....The Chapter shall work 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.

Section 5.....The Chapter shall foster and encourage the formation of new Back Country Horsemen organizations.

ARTICLE III – MEMBERSHIP

Section 1 Membership in the Chapter is open to all interested persons.

Section 2Application for membership shall be made to the Chapter Treasurer by presentation of application for membership to the Chapter providing name, mailing address, telephone or cell phone number, e-mail address and signed liability release for BCHNM membership records.

Section 3Members in good standing of the Chapter shall also be members of BCHNM and Back Country Horsemen of America.

Section 4 Dues and fees shall be assessed as deemed necessary by the membership.

Section 5.....Membership classifications shall be Individual and Family. Members under the age of eighteen (18) must be part of a family membership and must have a parent or legal guardian present at all Chapter functions.

Section 6.....Individual membership shall refer to one (1) person eighteen (18) years of age or older.

Section 7.....Family membership shall refer to one (1) or two (2) adults in the same household and all the minor children residing under the supervision of the above referred to adults or guardians.

Section 8Members in good standing are those members whose current dues are paid.

ARTICLE IV – MEETINGS OF THE MEMBERSHIP

Section 1 Meetings shall be held on a monthly basis to conduct any business of the Chapter, hereinafter called Business Meetings.

Section 2 Each member age eighteen (18) or older, is entitled to one (1) vote.

Section 3 Special meetings of the membership may be scheduled by the President as needed. Notice shall be made in writing or by e-mail to the membership ten (10) days prior to the meeting.

Section 4 Any reports that are to be given at a meeting, by Officer, committee, or individual, shall be brought to the attention of the President prior to the start of the meeting.

~~Section 5..... Meetings of the Board of Directors may be held from time to time, hereinafter called Board Meetings, and will be held at a time and location decided by a majority vote of the Board of Directors. Action taken at Board Meetings shall be advisory in nature. The Board of Directors shall have the authority to administer all business activities of the Chapter.~~

~~Section 6Meetings of the Board of Directors, hereinafter called Board Meetings, shall be held at a time and location decided by a majority vote of the Board of Directors.~~

~~Section 7.....Attendance at a Board Meeting by a minimum of five (5) Board Members shall constitute a quorum.~~

~~Section 6 ..8....Attendance at a Business Meeting by a minimum of ten (10) eligible voting members including one (1) Officer of the Board of Directors shall constitute a quorum.~~

ARTICLE V – OFFICERS AND THEIR DUTIES

Section 1 The Chapter shall elect annually the following officers of the Board of Directors: PRESIDENT, VICE PRESIDENT, SECRETARY, ~~and~~ TREASURER, two (2) STATE DIRECTORS and one (1) DIRECTOR –AT-LARGE.

Section 2 The PRESIDENT shall preside at all Business Meetings, shall appoint such committees that may be necessary and appropriate, and shall serve as ex-officio member of all committees.

Section 3 The VICE-PRESIDENT shall assist the President as needed and is to preside at meetings when the President is absent.

Section 4 The SECRETARY shall record and keep the minutes of Business, Board and Special Meetings.

Section 5 The TREASURER shall keep records of income, expenses, disbursements, and any other financial records required for the operation of Chapter business. The Treasurer shall collect dues and maintain the list of members in good standing.

Section 6 The STATE DIRECTORS shall represent the Chapter at BCHNM quarterly meetings and report BCHNM activities to the Chapter.

Section 7 The DIRECTOR-AT-LARGE shall perform the duties assigned by the President.

Section 6 8.....Election of Officers shall be held at the November Business Meeting.

Section 7 9.....Elected Officers, except the State Directors, terms shall begin January 1 of each year following the November elections and terminate December 31 of the same year.

Section 8 10.....~~So long as the total membership of the Chapter meets the minimum requirements of BCHNM, two (2) members of the Chapter shall be elected, at the November meeting, to serve as State Directors of BCHNM in accordance with the bylaws of BCHNM. The State Directors shall attend the quarterly BCHNM meetings and report back to the Chapter. The State Directors term of office shall be two (2) years beginning January 1 of the year following the November elections and terminating December 31 of the next year.~~

Section 9 11..... Vacancies of an office shall be filled by election at a Business Meeting.

Section 10. 12... Officers may be removed by a majority vote of members at a Business Meeting. Notification of action to remove an officer must be made at the Business Meeting preceding the meeting that the action is to take place. Notice shall be made in writing to the officer in question ten (10) days prior to the meeting where action may take place.

ARTICLE VI – HOUSEKEEPING

Section 1 Fiscal year shall be from January 1 through December 31 of each year.

Section 2 Robert's Rules of Order is adopted as a guideline for conducting all meetings. The President may serve as Parliamentarian, or may at his discretion appoint a Parliamentarian. The Decision of the Parliamentarian shall be final in all questions of procedure.

Section 3 Wherever the masculine gender is used herein the feminine shall be deemed included. Wherever the singular form is used herein the plural shall be deemed included to aid in the interpretation to the sense intended.

Section 4 When the President is absent from a Business Meeting the next highest officer in attendance as listed in ARTICLE V will preside.

Section 5.....No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Chapter shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).

Section 6.....No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in any campaign on behalf of or in opposition to any candidate for public office.

Section 7.....Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII – BYLAWS AMENDMENTS

Section 1 These Bylaws may be amended, repealed, or added to by motion of the membership at any Business Meeting, provided that all proposed changes will be made available in written form, e-mail notification shall be considered written form, to all members of the Chapter 30 days prior to the meeting during which the Amendments are to be voted upon and that an affirmative vote of two-thirds of all members present is achieved.

ARTICLE VIII – DISSOLUTION

Section 1.....In the event of dissolution of the Chapter, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to BCHNM provided BCHNM is exempt under section 501(c)(3) of the Internal Revenue Code. If BCHNM is not exempt, assets shall be distributed to Back Country Horsemen of America for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

BYLAWS APPROVED BY THE MEMBERSHIP ON 03/12/01

BYLAWS UPDATED & APPROVED BY THE MEMBERSHIP ON 11/14/2018

BYLAWS UPDATED & APPROVED BY THE MEMBERSHIP ON 05/13/2021

Doug Dexter-President

Victoria Dowd-Vice President

Cindi deCapiteau-Secretary

David Imler-Treasurer

State Director

State Director

Director-at-large