

BY-LAWS
of
MORAGA HORSEMEN'S ASSOCIATION

as revised on
September 19, 1990

ARTICLE I
MEMBERSHIP

Section 1. There shall be two (2) classes of membership in this corporation.

- a. Regular member.
- b. Junior member.

Section 2. There shall be no limit on the number of members in the corporation.

Section 3. A person to qualify for membership must:

a. Regular member:

- (1) Have reached the age of eighteen.
- (2) Live in proximity to the Lafayette, Orinda, Moraga area of Contra Costa County, California, or have an interest in the Moraga Horsemen's Association.
- (3) The member or immediate family must own, or have access to, a saddle horse and/or be a parent or guardian of a Junior member.
- (4) Submit a completed membership application to the Vice President on a form to be prescribed by the corporation accompanied by the initiation fee and dues as described in Article VI, Section 2.

b. Junior members must qualify in accordance with the Rules and Regulations of the Moraga Junior Horsemen's Association as provided in Appendix A.

Section 4. The application for Regular membership must include, but is not limited to:

- a. Name, address, and age of applicant.
- b. Pertinent information concerning the applicant's riding experience and horse.
- c. The application for membership shall include an agreement to comply with the provisions of the articles of incorporation, the bylaws now or

hereafter enforced, and all rules and regulations which may be adopted by the membership and/or the Board of Directors.

Section 5. The applicant for regular membership will be admitted to membership in the corporation by not less than a two-thirds affirmative vote of the members present at any regular meeting of the membership.

Section 6. Each family (husband/wife) in good standing shall have one vote. A member delinquent for a period of four months in the payment of any financial obligation to the corporation, including fees, dues, or assessments, at the end of the first month after the quarter in which the obligation was incurred, shall be suspended, and shall not be entitled to vote or otherwise exercise any privilege or right of membership, including insurance coverage, until such obligation is paid. A member granted a leave of absence shall similarly be suspended, until active membership is resumed by payment of dues.

Section 7. A Regular member may be expelled from the corporation for any reason deemed sufficient by the Board of Directors. A member may be expelled from the corporation by a two-thirds vote of the membership or Board of Directors for failure to attend one members' meeting in each quarter and three events in each year. Failure to attend a meeting must be made up by attending an additional event. Alternatively, a Regular member may be suspended as provided in Section 6 above, until active status has been restored by attendance at meetings and events.

ARTICLE II

DIRECTORS

Section 1. Except as otherwise herein provided, the powers of the corporation shall be exercised, its property controlled, and its business affairs conducted by the Board of Directors. The Board of Directors will give due consideration to the suggestions of the Executive Committee of the Junior Association.

Section 2. The Board of Directors will consist of nine (9) regular members, the five (5) elected officers of the corporation, who will serve as Directors during their term of office, the two (2) immediate past Presidents, and two (2) additional directors elected-at-large, who shall be elected for a term of two years,

or until their successors are elected. New Directors will be elected by the Regular members at the annual meeting, and their term will begin immediately after adjournment of the annual meeting. There shall not be two directors from the same family.

- Section 3. Vacancies on the Board of Directors will be filled by vote of the Regular members.
- Section 4. The officers of the Board of Directors will consist of Chairman and Vice-Chairman. These officers will be the Past President and Past Past President as confirmed by the Directors at the first meeting of the Directors following the annual meeting. Failing such confirmation, these officers will be elected by the Directors at that meeting.
- Section 5. The chairman of the Board of Directors shall preside at all meetings of the Board of Directors. He shall be a member with right to vote of all committees appointed by the Board of Directors and shall perform such other duties as are necessary and incident to this office.
- Section 6. The Vice-Chairman of the Board of Directors shall act in the absence of the Chairman.
- Section 7. The Board of Directors may appoint such committees and counsel, agents and employees, and fix the compensation of the such counsel, agents and employees as it may see fit, and the Board shall prescribe the powers, duties and functions of all such committees, counsel, agents and employees. All committees, however, and all officers, agents and employees of the corporation appointed by the Board of Directors shall be subject to the control and supervision of the Board and shall be subject to removal at the pleasure of the Board. The members of the Board of Directors shall serve without compensation.
- Section 8. The Board of Directors shall counsel with and advise the members of the Junior Horsemen's Committee and Executive Committee of the Junior Association regarding the functions of their respective offices, the conduct and activities of the Junior members, and in any other regard that the Board of Directors considers appropriate.

ARTICLE III
OFFICERS AND COMMITTEES

- Section 1. The officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer and Sergeant of Arms.
- Section 2. **President.** The president shall be the head of the corporation and shall preside at all meetings of the membership. He shall be a member ex-officio, with the right to vote, of all member committees. He may appoint such committees composed of members of the corporation as are necessary to assist in accomplishing the purposes of the corporation. He shall communicate to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the corporation, and shall perform such other duties as are necessary and incident to the office of president of the corporation.
- Section 3. **Vice-President.** In the case of the absence of the president, or his inability to act from any cause whatsoever, the Vice-President shall perform, for the time being, the duties of the president's office. The Vice-President is also charged with the office of Membership Chairman.
- Section 4. **Secretary.** The secretary of the corporation shall give due notice of all meetings to the Regular membership when notice is required, and shall attend such meetings and keep minutes of the proceedings thereof and record the same over his signature in a minute book. He shall have custody of the records of the corporation, its committees, attend to the proper publication of all reports, and conduct official correspondence. He shall keep a roll of the members of the corporation, and of all committees. He shall perform such other duties as are usually incident to his office or as may be required of him by the president of the Board of Directors.
- Section 5. **Treasurer.** The treasurer shall receive and keep an accurate account of all moneys received and expended by the corporation and make disbursements as authorized. He shall deposit all sums received in a bank, banks or trust companies approved by the Board of Directors and shall make a financial report at the annual meeting of the members and otherwise when called upon by the president and/or Board of Directors. Funds may be withdrawn only upon the signature

of such officer or officers as the Board of Directors may direct, together with the counter signature of the treasurer.

- Section 6. **Sergeant at Arms**. The Sergeant at Arms will maintain order at all meetings or activities of the membership and act in other ways as directed by the president.
- Section 7. **Junior Horsemen's Committee**. A regular standing committee composed of not less than five (5) regular members will be appointed by the president. This committee will promote and supervise the activities of the Junior members. The Junior members will be known as the Moraga Junior Horsemen's Association. Rules and Regulations governing the organization are included in Appendix A to these Bylaws and as such are made a part of the Bylaws. The Chairman of the Junior Horsemen's Committee will be an ex-officio member, without vote, of the Board of Directors.
- Section 8. The officers of the corporation shall be nominated and elected at the annual meeting of the regular members for a term of one year or until their successors are elected.

ARTICLE IV MEETINGS

- Section 1. The annual meeting of the Regular members of the corporation and the annual meeting of the Board of Directors shall be held, unless otherwise specified by action of the membership or by the Board of Directors, on the third Thursday of January of each year. Written notice of any annual meeting shall be given at least seven (7) days prior to such meeting. Annual reports and financial statements shall be presented to the members at the annual meeting.
- Section 2. Regular meetings of the Board of Directors shall be held preferably at least once each three months upon the call of the chairman and at the time and place designated by him. Notice of the time and place of such meetings shall be given to each Director at least seven (7) days prior to the meeting.
- Section 3. Regular meetings of the Regular members shall be held preferably once each month on a regularly scheduled day at a regularly scheduled time.

- Section 4. Special meetings of the Board of Directors or of the Regular members shall be held upon call of, and at the time and place specified by, the chairman of the Board of Directors or by the president of the corporation. Written notice of any special meetings of the Board of Directors or of the members shall be given at least seven (7) days prior to such meeting.
- Section 5. The notice of any special meeting shall state the purpose thereof, but no notice shall be necessary where each member of the body meeting is present, or, if not present, waives notice by written waiver. Any such written waiver of notice shall be effective whether it is signed prior to or subsequent to the meeting to which it relates.
- Section 6. Special meetings of the Regular members of the corporation shall be held upon the written request of a majority of the members, and special meetings of the Board of Directors shall be held upon the written request of a majority of the Directors. Such written request shall be addressed and delivered to the president or secretary, whereupon it shall be the duty of the president to call such meeting at the time and place designated in such request, or, if not so designated, at such time and place as he may designate, which shall be not more than thirty (30) days following receipt of such written request. Notice of such meeting shall be given as provided in Sections 4 and 5 of this Article.
- Section 7. At all meetings of the regular membership of the corporation the presence of 10 Regular members shall constitute a quorum for the transaction of business. At all meetings of any committee, the presence of one-half (1/2) of the members of such committee shall constitute a quorum for the transaction of business. At all meetings of the Board of Directors, the presence of two-thirds (2/3) of the members of the Board of Directors of the corporation shall constitute a quorum for the transaction of business. Should there be less than a quorum present, those present may nevertheless adjourn the meeting without further notice to a specified time and from time to time.
- Section 8. In all actions, meetings or proceedings of the Regular members of the corporation or of the Board of Directors, a majority vote or written consent of the Regular members or of the Directors present shall be required to constitute the act of such body, except where herein specifically provided to be in some other manner.

Section 9. Regular members will be notified at least seven (7) days prior to the date of a regular meeting of any policy issues to be raised at the meeting. Inclusion in the club newsletter shall be sufficient notice.

ARTICLE V

SEAL

Section 1. The corporation shall have a seal of such design as the Board of Directors may adopt.

ARTICLE VI

INITIATION FEES, MEMBERSHIP FEES, DUES AND ASSESSMENTS

Section 1. The initiation fee shall be ten dollars (\$10.00) per family and shall accompany the application for Regular membership. Junior members upon becoming eighteen (18) years of age may become Regular members and no additional initiation fee will be required.

Section 2. Husband/wife constitute one membership. Each Regular member will pay dues as set by the members in January of each year. New members will pay initiation fee and dues for the remainder of the year at the time of election to membership in the club.

Section 3. The Board of Directors shall have the power and authority to receive or collect from any source, whether as payment for services rendered by the corporation, pursuant to contract, by way of contribution, or otherwise, any and all sums of money which may be useful, appropriate or required for the furtherance of any objects and proposes of this corporation.

Section 4. A portion of the dues of all members (Regular and Junior) shall be used to purchase for all members such Accident Medical Reimbursement Insurance and Comprehensive Liability Insurance as is prepared for and available to members of the California State Horsemen's Association. Non-active members are not counted for insurance purposes.

**ARTICLE VII
RECORDS AND BOOKS**

Section 1. The records and books of the corporation shall be audited annually, as soon as possible after the end of each fiscal year, by a committee of Directors appointed by the chairman. In no event shall the committee be fewer than three (3) directors.

**ARTICLE VIII
RESIGNATION**

Section 1. Any member shall have the right and privilege to resign at any time and surrender his membership in the corporation, but each resigning member shall be liable for payment of all fees, dues, assessments, or other obligations which have accrued prior to such resignation. Members may be on leave of absence which will excuse them from paying dues and exempt them from paying initiation fee upon returning to active membership.

**ARTICLE IX
AMENDMENTS**

Section 1. These Bylaws may be amended, altered, changed or repealed at any regular meeting of the Regular members of the corporation by a two-thirds (2/3) vote of those present or written consent of two-thirds (2/3) of the Regular members, provided that the motion to amend these Bylaws is made during a regular meeting next preceding the regular meeting that the motion is voted upon.

Section 2. The number of the Directors of the corporation may be changed by amendment to the Bylaws made as herein provided.