

**BYLAWS OF
NAPA VALLEY HORSEMEN'S ASSOCIATION
February 23, 2009**

ARTICLE I. NAME, PLACE OF BUSINESS

Section 1. Name: This Corporation shall be known as the Napa Valley Horsemen's Association (hereafter known as NVHA) a non-profit organization incorporated under the laws of, and chartered by the State of California.

Section 2. Place of Business: The place of business will be Napa, Napa County, California.

ARTICLE II. PURPOSE

NVHA is organized exclusively for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code section 501(c)(7). The Mission Statement of NVHA is: To educate the community about horses, training of horses, and the benefits of owning and working with horses; to provide and support training clinics, horse shows, and other educational functions; to provide scholarships to deserving students from Napa County; to provide opportunities for disabled or disadvantaged children to ride and care for horses; to provide facilities for community events, including fundraisers for other nonprofit organizations; to maintain open space suitable for horseback riding for community access.

ARTICLE III. BOARD OF DIRECTORS, OFFICERS, TERMS OF OFFICE

Section 1. General Directors:

There shall be six (6) General Directors, who shall serve on the Board of Directors.

Section 2. Officers:

There shall be five (5) Officers who shall serve on the Board of Directors, as follows: President, Vice President, Secretary, Treasurer, and Membership Secretary.

Section 3. Board of Directors:

The Board of Directors shall consist of the six (6) elected General Directors, the five (5) Officers, and the Immediate Past President, for twelve (12) total members.

Section 4. Terms of Offices for General Directors:

The terms of office for the General Directors shall be three (3) years, staggered so that one-third (1/3) the General Directors will be elected each year. At the first election under these Bylaws, two (2) General Directors shall be elected for one (1) year, two (2) General Directors shall be elected for two (2) years, and two (2) General Directors shall be elected for three (3) years. Each General Director shall be installed at the Installation Dinner and shall hold office until the installation of their successors. Any General Director who misses three (3) consecutive Board Meetings during the year shall relinquish his or her office and be replaced by Special Election at the next regular meeting. In the event 'good cause' is determined by a majority vote of the Board of Directors (by secret ballot where a quorum is present), the three consecutively-missed Board Meeting condition could be waived.

Section 5. Terms of Offices for Officers:

The terms of office for Officers shall be from January 1st at 12:01 a.m. (Pacific Time) through January 1st at 12:00 a.m. the following year. The newly elected Officers (and the Immediate Past President) shall be installed at the Installation Dinner and shall be considered "Officers Elect" until January 1st. They shall hold office until the installation of their successors the following year. Any officer who misses three (3) consecutive Board Meetings during the year shall relinquish his or her office and be replaced by Special Election at the next regular meeting. In the event 'good cause' is determined by a majority vote of the Board of Directors (by secret ballot where a quorum is present), the three consecutively-missed Board Meeting condition could be waived.

ARTICLE IV. NOMINATIONS AND ELECTIONS

Section 1. Nominations:

The president shall form a committee of no less than three (3) people to recommend a slate of Officers and General Directors. The proposed slate of Officers and General Directors shall be sent to all members prior to the November general meeting. Further, nominations may be made from the floor during the November general meeting. A member whose name has been placed in nomination need not be present at the meeting, but written evidence of his or her willingness to accept the office, if elected, must be presented to the Secretary before election. The names of all nominees who have failed to give verbal notice of acceptance at the meeting, or absent members who have failed to give written notice of acceptance before election shall be deleted from the ballot. The name of a member shall be placed in nomination as a candidate for no more than one office (including as General Director) in any given election.

Section 2. Qualifications:

- a. To be installed as an Officer or General Director, the member must have been an active member of NVHA for one year or more at the time of such installation.
- b. To be installed as President, the member must have been an Officer or General Director for one (1) year or more at the time of such installation.
- c. No two (2) persons who are married to each other may serve on the Board of Directors at the same time.

Section 3. Elections:

- a. Time: The election of all Officers and General Directors shall be held at the December general meeting.
- b. Ballot: All Officers and General Directors shall be elected by secret ballot. A majority of votes cast shall be required to elect Officers and General Directors.
- c. Tie Vote: In the event of a tie vote for any office, only the names of those candidates who have the same number of votes shall be placed before the membership for a new vote. In case of a second tie, the President shall cast the deciding vote.
- d. Election by Acclamation: When there is but one candidate for an office, it will not be necessary to cast a secret ballot for his or her election. By a motion duly made, seconded and carried, the Secretary may be instructed to cast the ballot for all the members present electing the candidate by acclamation.

Section 4. Vacancies on the Board of Directors:

If a position on the Board of Directors becomes vacant, the President shall call for a special election to elect a person to hold office for the unexpired term of his or her predecessor. Nominations shall be taken from the floor at the first general meeting after the position becomes vacant. The special election shall be held at the following general meeting, using the election procedures (other than timing) specified in Section 3 above.

ARTICLE V. DUTIES OF OFFICERS

Section 1. President:

- a. No member shall be eligible for the office of President who has not first been an Officer or General Director for at least one full year.
- b. It shall be the duty of the President to preside at all regular and special meetings of the organization, and at the meeting of the Board of Directors. It shall also be his or her duty to appoint all standing committees for the year, with such appointments to be approved by the Board of Directors. The standing committees shall be appointed at the first Board of Directors meeting of the incoming officers. The President shall appoint special committees from time to time to attend to special duties as he or she sees fit, with full authority to create or discharge said committees at any time. No committee may contain two persons who are married to each other, with the exception of social committees.
- c. Upon completion of the President's term he or she shall automatically become the Immediate Past President for the following term.
- d. The President may attend all committee meetings as a committee member ex officio.

Section 2. Vice President:

- a. It will be the duty of the Vice-President to act as Program Chairman.
- b. It shall be the duty of the Vice-President to attend meetings of the Board of Directors to counsel with them as a member ex officio and to preside at meetings in the absence of the President.
- c. The Vice-President shall coordinate and work with social affairs committees.
- d. It shall be the duty of the Vice-President to keep an inventory of all keys issued and to collect all keys at the end of each term and dispense them to those so entitled.

Section 3. Secretary:

- a. It shall be the duty of the Secretary to keep records of the minutes of the regular meetings and the meetings of the Board of Directors.
- b. It shall be the duty of the Secretary to attend the meetings of the Board of Directors to counsel with them as member ex officio and to act as Secretary of that body.
- c. The power is hereby vested in the Secretary to authorize the purchase of mailing matter, the maintenance of the post office box, the hiring of public stenographers, the ordering of printed matter, purchase of postage, and all such incidental expenses as are necessary in conducting the duties of his or her office.

Section 4. Treasurer:

- a. The Treasurer shall be bonded by a responsible bonding company, the sum of such surety bond to be determined by the Board of Directors and the expense of such bond to be paid by NVHA. The Board of Directors shall have full power to change such sum from time to time as it may see fit.
- b. It shall be the duty of the Treasurer to receive all NVHA monies, keep accurate records of such monies received, deposit all such monies in the bank account designated by the Board of Directors, issue all checks authorized by motion of the membership, or by the Board of Directors or by the President, to pay the current monthly bills and to keep an accurate up-to-date inventory of all physical properties of NVHA.
- c. It shall be the duty of the Treasurer to attend all meetings of the Board of Directors to counsel with them as a member ex officio.
- d. It shall be the duty of the Treasurer to prepare and record all state and federal reports as prescribed by law.
- e. It shall be the duty of the Treasurer to make a monthly financial report to the membership at each regular meeting and to furnish the Secretary with a copy.
- f. Upon completion of the calendar year, the Treasurer will prepare an annual financial report; a copy to be given to the Secretary and a copy sent to each member.

Section 5. Membership Secretary:

- a. The Membership Secretary shall collect all dues and send statements when due, shall keep a record of paid memberships, shall issue a dues card indicating the date when paid, the amount paid and the expiration date of the dues card and send annual Membership Roster to all members in February.
- b. The Membership Secretary shall turn over all monies collected to the Treasurer, giving an accurate record to the Treasurer and keeping a duplicate. This shall be signed by the Treasurer, as having received such money. These records shall be kept by both the Membership Secretary and the Treasurer for auditing purposes.

ARTICLE VI. FUNCTIONS OF THE BOARD OF DIRECTORS

Section 1. Calling of Meetings:

The meeting of the Board of Directors shall be called by the President or in the absence of the President, by the Vice-President. Six members shall constitute a quorum. The President shall instruct the Secretary to notify the members of the Board of the time and place of the meeting. Such notice shall be in writing unless all members can be reached verbally and shall be given, whenever possible, at least three days in advance.

Section 2. Action Without a Meeting:

Any action by the Board of Directors may be taken without a meeting if a quorum of the Board of Directors individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 3. Transaction of Business:

- a. It shall be the duty of the Board of Directors to conduct all NVHA business transactions referred to it by the general membership or President.
- b. The Board of Directors has the authority to spend up to \$2,000.00 in a single transaction. Any transactions over \$2,000.00 that do not appear on an approved budget shall be submitted to the membership for their consideration pursuant to Article VI, section 4.
- c. All checks issued by the NVHA shall require the signatures of any two (2) of the following Officers: President, Vice-President, Secretary or Treasurer. The signature card for every NVHA account shall contain the signatures of all four (4) Officers listed above.
- d. There shall be a revolving discretionary fund in the amount of \$200.00 (two hundred dollars) with an annual maximum of \$400.00 (four hundred dollars) to be made available to the President (for NVHA expenditures) without Board approval. Receipts and/or cancelled check(s), or a written explanation must be provided to the Treasurer and declared at the following Board Meeting to justify expenditures(s).

Section 4. Procedures Where Major Expenditures Are Proposed:

- a. For the purpose of this Section, a "Major Expenditure" is defined as an expenditure that exceeds \$2,000.00 (two thousand dollars) for a single purpose or item of purchase, which expenditure was not occasioned by an emergency situation and which expenditure was not a budgeted item on the current budget.
- b. A motion to propose a major expenditure shall be advanced preliminarily at a general meeting of the membership or of the Board of Directors, and shall be published in NVHA's monthly newsletter.
- c. The motion may be debated and shall be voted upon by the membership at the next general meeting of the membership. Enactment shall be by a simple majority of members voting.
- d. Members can vote to withdraw up to 50% of the investment accounts previous year's yield for club expenses. For example, if the account yielded \$5,000 in 2007, members could vote to withdraw up to \$2,500 (minus any taxes or fees for withdrawal) in 2008 for club expenses. Prior to voting on the motion to withdraw funds, the notice must be printed in the newsletter for two consecutive months and then voted on at the next general meeting. Approval requires a vote by two-thirds of the general membership in attendance at the meeting. The principal in the account will remain untouched (intact) unless there is an emergency as determined by Board approval that requires immediate action. Any other withdrawals from the investment account must be printed in the newsletter for two consecutive months and then voted on at the next general meeting. Approval requires a yes vote by two-thirds of the general membership in attendance at the meeting.

Section 5. Audits:

- a. The President shall appoint a committee who shall audit the books of NVHA annually and report its findings to the President and Board of Directors.
- b. At his or her discretion, the President may appoint a committee to audit the books of any NVHA function at the conclusion of that function.

Section 6. Judicial Board

- a. The Board of Directors shall, when the occasion arises, sit as a Judicial Board for the purpose of hearing complaints or charges of moral misconduct made against any member of the organization.
- b. At such hearings the procedures shall be as follows: The President, acting as presiding officer, shall call the complaining witness or witnesses to state his, her, or their charges. Charges may be made in writing and read by the Secretary but must be signed by two or more members in good standing. When all evidence of the complaining witness(s) has been heard, the accused member or members are to be given an opportunity to answer the charge(s). If necessary a reasonable period of time, not to exceed 14 days, must be given the accused to produce evidence necessary to his, her, or their defense. Upon hearing the testimony and evidence on both sides, the Board may retire to discuss

the evidence and arrive at a conclusion. They may then call in the principles and announce their findings, or they may choose to dismiss the principles and notify them of their decision in writing within 10 days.

ARTICLE VII. MEMBERSHIP, DUES, INITIATION FEES, APPLICATION FOR MEMBERSHIP AND VOTING ON APPLICATIONS FOR MEMBERSHIP.

Section 1. Membership

- A.** Membership in the NVHA is open to all adult persons and their children, dependents, and wards. Members under the age of 18 are juniors and do not have voting privileges. Members 18 years and over are adults and have voting privileges. Juniors may not apply for a membership on their own. They are included in the application of their parent(s) or guardian(s). Members will meet the following requirements:
- (i)** Members in good standing in the organization at the time of ratification of these bylaws by the membership.
 - (ii)** Prospective Members must attend at least one meeting before presenting their application for membership. However, if one spouse of a married couple is unable to attend such a meeting, their application may be submitted for consideration.
- B.** Application for New Membership:
- (i)** A person applying for membership must fill out an application form endorsed by two (2) Members as sponsors or the N.V.H.A. Membership Secretary. The application form, together with initiation fees, applicable dues and Release of Liability, shall be handed or mailed to the Membership Secretary.
 - (ii)** The Membership Secretary shall present all pending applications for membership to the Board of Directors for their consideration within 30 days of receipt.
 - (iii)** The names of prospective members will be published in the Hoofprints. Members will have until the next board meeting to express in writing to any board member any concerns they have with granting membership to any individual.
 - (iv)** The board members in attendance shall cast a secret “yes” or “no” ballot for each application presented. A 2/3 vote of the board members present at a regular board meeting at which 75% of the board members are present is required to approve the membership at the time of voting. Prospective members shall not be present at the time of voting. New members will be notified and introduced at the next General Meeting.
 - (v)** All successful applicants shall be immediately notified in writing by the Membership Secretary and a membership card shall be issued to them.
 - (vi)** Applicants for membership who fail to receive the approval of the Board of Directors and the General Membership shall be immediately notified in writing, in form letter by the Membership Secretary, and their initiation fees together with applicable dues shall be returned to them with such notice.
- C.** The membership roll is in no instance to be given out by the membership of this club without the consent of the Board of Directors.

Section 2. Dues:

- a.** The annual dues of this association shall be set by the recommendation of the Board and approved by the membership. The actual dues amount will be printed in the RULES OF THE CLUB. An annual signed Release of Liability will be required for all Members and each member of their family, and must accompany dues payment.
- b.** The due date and other rules regarding the payment of dues shall be determined by the Board of Directors and printed in the RULES OF THE CLUB.
- c.** The Secretary and Treasurer shall be free from all dues for the entire term of his or her office.

Section 3. Initiation Fees:

The initiation fee of this association shall be set by the recommendation of the Board and approved by the membership. The actual fee amount will be listed in the RULES OF THE CLUB. This fee is to be paid only once and is to accompany the application for membership.

Section 4. Liability:

No person who is now or who later becomes a member of NVHA shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to the assets of NVHA for payment.

ARTICLE VIII. MEETINGS: TIME AND PLACE, SUBSTANCE, GUESTS

Section 1. Regular Meetings:

The regular meeting of NVHA shall be held on the first Monday of each month at 8:00 p.m., or at any such other time and place as may be determined by the Board of Directors. Ten percent (10%) of the membership shall constitute a quorum.

Section 2. Substance of Meetings:

- d. The meetings shall consist of a business meeting at which NVHA's charitable functions are discussed, and may include a program of an entertaining or educational nature.
- e. Business Meeting: the "Order of Business" shall generally follow Roberts Rules of Order.
- f. The President shall be vested with the power to authorize the expenditure of a sum not to exceed \$100.00 (one hundred dollars) per meeting for the purpose of securing entertainment of a social or educational nature. This sum is made available to him or her independently and above all other authorizations. The entertainment may precede or follow the business meeting at the discretion of the President.

Section 3. Annual Meetings:

The annual meeting of NVHA shall be held in December of each year, at the office of NVHA or such other place as the Board of Directors may select, for the purpose of the election of Officers and General Directors and for the transaction of such business as may come before the meeting.

Section 4. Special Meetings:

Special meetings may be called by the President, a majority of the Board of Directors, or upon petition signed by ten Members in good standing, presented to the President. The membership shall be given five days written notice in advance of the special meeting. This notice shall state the nature of the meeting, and no other business may be transacted at a special meeting except those items listed on the written notice for the special meeting.

Section 5. Guests:

- a. Members may bring guests to meetings, but in no instance may a guest enter into the discussion of the business of the club, except by invitation of the President.
- b. All speakers or visiting dignitaries, invited by an Officer, shall be the guests of the club and all costs of such dinner shall be borne by the club treasury.

ARTICLE IX. BYLAWS AND AMENDMENTS

Section 1. Amendments:

- a. The bylaws may be amended by a two-thirds (2/3) vote of the members present at a regular meeting of the membership at which a quorum is present.
- b. All motions to amend the bylaws must be referred to the Bylaws Committee for investigation. The Bylaws Committee will make a full report and present their recommendation at the next regular meeting. The amendment will be read again at the following regular meeting at which time it will be voted upon by the membership.
- c. The Board of Directors or the Bylaws Committee may pass resolutions recommending amendments to the Bylaws, but no amendment shall be valid unless it is passed by a two-thirds (2/3) vote of the members present at a regular meeting of the membership at which a quorum is present.

Section 2. Bylaws Form:

- a. The Bylaws are to be printed and a copy is to be given to each Member or family. In cases where additional copies are requested by a Member, he or she shall receive such copies from the Secretary upon payment of a charge to cover the cost of printing for each additional copy.
- b. Whenever a motion amending the Bylaws has been duly passed, the Secretary shall make a record of the change, separately from that of the minutes, and the Board of Directors shall from time to time have such changes printed and distributed to the membership as supplement pages to the Bylaws.

ARTICLE X. DISOLUTION

No Member shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All Members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed to one (1) or more organizations exempt from tax pursuant to Internal Revenue Code section 501(c)(3), to be chosen by the Board of Directors.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of Napa Valley Horsemen's Association, a California Corporation, as they were adopted and became effective on the date hereof.

WITNESS my hand and the seal of the Corporation.

Dated: February 23, 2009

Corporate Secretary