

PROPOSED BYLAWS 1/4/2012
*For the regulation, except as otherwise provided
by the statute of its articles of incorporation, of the*
SAN RAMON VALLEY HORSEMEN'S ASSOCIATION

ARTICLE I
NAME

SECTION 1. The name of this organization is the San Ramon Valley Horsemen's Association.

ARTICLE II
OBJECTS AND PURPOSES

The purposes for which this Association is formed are:

SECTION I. To promote popular interest in horses and horsemanship, and their proper care and handling.

SECTION II. To cooperate with other organizations and individuals in developing new riding trails and in the maintenance of the present trail system.

SECTION III. To encourage social events among the members and potential members.

SECTION IV. This Association is formed for the purpose of incorporating an existing association, a non-profit organization and shall not distribute gains, profits, or dividends to the members thereof, under the laws of the State of California, a corporation pursuant to the general non-profit corporation law and more particularly as prescribed in Part I of Division 2 of Title I of the Corporation Code. The Corporation shall have no capital stock.

ARTICLE III
CONTROL AND ADMINISTRATION

SECTION I. The government, administration and control of the Association and all of its activities shall be vested in a Board of Directors which shall exercise a general supervision over its affairs; shall have and exercise all powers needful for the accomplishment of the purposes of this Association; and shall have full authority to expend the funds of the Association for any purpose or purposes it may deem necessary or proper, not inconsistent with the Articles of Incorporation of these Bylaws.

SECTION II. The board shall consist of eleven regular members of the Association, to be elected by the membership in a manner provided herein.

ARTICLE IV (PROPOSED)
MEMBERSHIP

SECTION I. The number of members is unlimited.

SECTION II. Owners and non-owners of horses shall be eligible for regular membership provided that they have passed their eighteenth birthday.

SECTION III. **Any person desiring to become a member must first complete and submit a membership application form and a liability release form, and pay the membership and initiation fees.**

SECTION IV. Any person qualified under these Bylaws of the Association may become a member thereof by election thereto at any meeting of the Board, upon the affirmative majority vote of the Board of Directors present at such meeting.

SECTION V. **The Board of Directors may authorize a Committee Chairperson or a Board Member to accept at their discretion at specified club events membership applications, liability release forms and payment for Association dues and initiation fees from people attending the event who are qualified under these Bylaws to be a member. Such people having their forms and payment accepted become members of the Association immediately without a vote of the Board of Directors.**

SECTION VI. Dues are due and payable on January 1 of each year. Members failing to pay dues within one month after the due date shall be notified of the delinquency by the Secretary or other designated person, and if the dues are not paid by March 1, such members shall automatically stand suspended and cease to be members. Such suspended members may, with the approval of the Board, be reinstated upon the payment of arrearages **and an amount equal to the initiation fee required of new members.**

SECTION VII. Until otherwise provided for by the Board of Directors, the annual membership dues shall be:

Husband & Wife \$45 (Forty-five dollars)

Single person \$30 (Thirty dollars)

In addition to the prescribed dues, new members shall pay initiation fees, as follows:

Husband & Wife \$5.00

Single person \$2.50

ARTICLE V

Officers

SECTION I. The officers of the Association shall be President, Vice-President, Secretary, Treasurer, and such additional officers as the Board may elect from the Board of Directors in this Association.

ARTICLE VI

PARLIAMENTARY LAW

SECTION I. Roberts Rules of Order shall be the governing parliamentary law of the Association in the cases where not definitely provided for by the Bylaws of this Association.

ARTICLE VII (PROPOSED)

MEETINGS

SECTION I. The Annual Meeting of the Association shall be held at such time and place as the Board shall designate.

SECTION II. The other meetings of the Association may be called by the President or by the Board of Directors.

SECTION III. Notice of meetings of the Association shall be given to the individual members of the Association by the Secretary at least fifteen (15) days prior to such meetings **in a manner approved by the Board of Directors by written communication.**

ARTICLE VIII (PROPOSED)

ELECTION OF OFFICERS

SECTION I. Members of the Board of Directors shall be elected for terms of three years with four members to be elected one year, four members the following year and three members the third year and such cycle constantly repeated. The existing Board of Directors as its last regular meeting shall decide which members will continue to serve for the third year so that the Board of Directors shall consist of eleven member, four of whom are newly elected. Should vacancies occur, Directors may be appointed from the club membership to full unexpired terms by the majority action of the remaining Directors though less than a quorum. Any member in good standing may be appointed to the Board of Directors ~~provided he has not been a member of the Board in the past calendar year.~~ A member of the Board of Directors who fails to attend three consecutive regularly scheduled meetings without just cause ~~may be replaced by the Board of Directors shall be considered to have resigned from the Board and the vacancy filled as defined in the above paragraph.~~

SECTION II. On the first day of September of each year the President shall appoint a nominating committee composed of five regular members of the Association. This committee shall submit to the membership by October 1st, its nominations for the vacancies on the Board of Directors. Additional nominations may be made by letter provided that five regular members in good standing join in such nominations. Such nominations must be received by the Secretary before November 1st. Secret ballots shall then be sent to all members in good standing and must be returned to the Secretary by December 1st. The ballots shall be counted by the Board of Directors at an open meeting and the results announced to the membership prior to January 1st when the newly elected officers shall take office.

SECTION III. ~~A member of the Board of Directors may not be a candidate for re-election upon the expiration of his term until one calendar year has expired. A member appointed to fill an unexpired term and having served for a period of less than two years, may stand for election to the Board for a full term without interruption.~~ The outgoing President, should he be completing his regular term shall be an *ex officio* member of the Board of Directors.

SECTION IV. Only one person per husband and wife membership shall be nominated or appointed to serve on the Board of Directors.

SECTION V. Voting by members of this Association shall be non-cumulative

ARTICLE IX

ELECTION OF OFFICERS

SECTION I. The Board of Directors shall meet at least once each month, at such time and place as shall be called by the President. At least ten (10) days notice of the time and place of the holding of said meeting shall be given by the Secretary.

SECTION II. A majority of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business but a lesser number may adjourn a meeting from time to time until a quorum be present.

SECTION III. At the meetings of the Board, business shall be transacted designate or the Board may prescribe by resolution.

ARTICLE X (PROPOSED)

OFFICERS

- SECTION I. At its annual meeting, the Board for the ensuing year shall elect a President, Vice-President, Secretary and Treasurer from its membership, who shall hold office for one year commencing on the first day of January next succeeding their election unless removed for cause, and until their successors shall have been elected and qualified. The Board may elect or appoint such other officers as it shall deem necessary, who shall have such authority and shall perform such duties as from time to time may be prescribed by the Board and they shall hold office during its pleasure.
- SECTION II. Powers and duties of the President. Subject to the control of the Board of Directors, the President shall have general charge of the affairs of the Association. By virtue of his office he shall be a member of all committees appointed. It shall be the duty of the President:
- A. To see that the objects and purposes of the Association are strictly maintained and carried out and that the By-Laws are adhered to.
 - B. To call such meetings as are herein provided.
 - C. To sign and execute all authorized contracts or other obligations of the Association.
 - D. To discharge all necessary executive functions of the Board when that body is not in session.
 - ~~E. To present at the Annual Meeting of the Board a written report therein setting forth all his official acts during the year, exhibiting the general accomplishments during the year, and making such recommendations as he deems necessary or expedient for the welfare of the members.~~
 - E. To perform such other duties as from time to time may be assigned to him by the Board.
- SECTION III. Powers and duties of the Vice-President. The Vice-President shall assist the President in the discharge of his duties and shall possess the power and may perform the duties of the President in his absence or disability. He shall do and perform such other duties as may be from time to time assigned to him by the President of the Board.
- SECTION IV. Powers and duties of the Secretary. It shall be the duty of the Secretary:
- A. In the event of the absence or disability of both the President and the Vice-President, to call all meetings to order and preside until a chairman *pro tempore* shall be selected.
 - B. To receive, duly file, and safely keep all papers and documents addressed or belonging to the Board and to present such as may require its action at each meeting.
 - C. To conduct the correspondence of the Association and to submit copies thereof to the President and other interested parties.
- SECTION V. Powers and duties of the Treasurer. It shall be the duty of the Treasurer:
- A. To receive all monies belonging to the Association, to give receipts therefore, and to keep a current accounting thereof. Monies received shall be deposited immediately to the credit of the Association under the name: "San Ramon Valley Horsemen's Association" in such banks or depositories as the Board may designate.
 - B. To disburse funds of the Association in payment of just demands, taking proper vouchers in substantiation of such disbursements. Monies shall be disbursed or withdrawn from banks or depositories only by checks or withdrawal slips signed by the Treasurer and such other officers of the Association as the Board may authorize by resolution.
 - C. To perform all other duties appertaining to the office and to carry out promptly all instructions and directives received from the Board of Directors.

ARTICLE XI

COMMITTEES

- SECTION I. The committees appointed by the President at each Annual Meeting may include, but shall not be limited to, the following: Membership, Trails, Activities, Finance, and Education.

ARTICLE XII

AMMENDMENTS

- SECTION I. These Bylaws may be amended by the affirmative vote of a majority of the members voting at any Regular or Special meeting of the Association, provided notice of such proposed amendment or amendments and the nature thereof shall have been given to the members of the Association at least one month prior to the date of the meeting at which said proposed amendment or amendments are to be presented for consideration. Members not present at such meetings may vote by letter addressed to the Secretary, provided said letter is in the hands of the Secretary on or before said meeting.
- SECTION II. These Bylaws may be adopted, amended or repealed in any other manner as provided for by the provisions of Section 9400 of the California Corporate Code.