

**BY-LAWS
OF THE
VISTA PALOMAR RIDERS, INC.**

ARTICLE I – NAME

The name of this organization shall be “THE VISTA PALOMAR RIDERS, INC.,” hereinafter referred to as “VPR.”

ARTICLE II - OBJECTS

The objects for which this organization is formed are:

- Section 1.** To promote good fellowship and recreation among horse loving people of this community, and encourage them to own and ride horses. To enhance their knowledge and enjoyment of saddle horses, and to participate as a group in rides, outings, parades, horse shows and other equine related activities.
- Section 2.** To serve as a medium to exchange ideas and information on equine related subjects among members.
- Section 3.** To organize and sponsor a junior riding association.
- Section 4.** To receive property by devise or bequest, subject to the laws regulating the transfer of property by Will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations.
- Section 5.** To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.
- Section 6.** To borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment or performance of its obligations.
- Section 7.** To make contracts and to do all other acts necessary or expedient for the administration for the affairs and attainment of the purposes of this corporation.

ARTICLE III - MEMBERSHIP

Section 1. QUALIFICATIONS

- A.** To qualify for a voting membership in VPR, a candidate must:
 - 1. Be 18 years of age or older
 - 2. Own or have access to a member of the horse family for the purposes of participating in equestrian events or horse keeping.
 - 3. Be current on annual dues.

- B.** To qualify for a junior membership in VPR, a candidate must be in a family membership and:
1. Be between the ages of 5 and 23 years old.
 2. Own or have access to a member of the horse family for the purposes of participating in equestrian events or horse keeping.
 3. Submit written consent of parents and/or legal guardian.
 4. A junior member under 18 years of age is not eligible to vote, but upon reaching the age of 18 may transfer their membership to an individual membership or stay under family and not be eligible to vote. In order to be a junior member, at least one parent or guardian must be a VPR member in good standing.
 5. Junior members under 18 years of age must be accompanied and supervised by an adult member at all times while on VPR property.

Section 2. APPLICATION FOR MEMBERSHIP

- A.** Prospective members must attend at least one event and be sponsored by a current member in good standing.
- B.** An “Application for Membership” form or change of membership status must be completed and submitted, along with annual dues, and Release of Liability (ROL) to the Board of Directors via the membership chairperson. The application will be reviewed at the next board meeting following submission of the application.
- C.** Any objections to the candidate shall be stated at the meeting of the Board of Directors. If objections arise, the President shall call for a secret ballot vote. Approval of a perspective member must be by a majority vote. Any candidate refused membership for any reason may not re-apply for membership for one year.
- D.** Applicants will be notified in writing of their acceptance and given a copy of the facility use agreement. After applicants have returned a signed copy acknowledging the facility use agreement, they will be given the combination to the gate and have full use of the facilities.

Section 3. TYPES OF MEMBERSHIP

- A. Individual membership** – This category is intended for one adult member of a household. Each individual member has a voting privilege and use of the facilities.
- B. Family membership** – This category is intended for up to two adults and the immediate family of a single household. The adult members have a voting privilege and use of the facilities. Minor children may participate in Junior activities at their discretion. To help with facility costs the members may be asked to participate in specific events annually. Upon turning 23, a junior member must convert their membership.

C. Social Member – This category is intended for up to two adults who do not ride on VPR property, but still wish to support the equestrian community, attend VPR social events and help support the club financially. Any social member desiring to ride on VPR property must convert to individual or family membership. Social members have no voting privileges.

D. Honorary Member – This category shall be open to any person whom the Board of Directors and general membership approves. An Honorary member does not pay dues or have voting privileges. All Honorary Memberships shall be reviewed by the outgoing Board on an annual basis.

E. Lifetime Member – This category may be awarded to an individual, in consideration of exceptional service to VPR, for a minimum of 10 consecutive years. They shall be nominated at the discretion of the Board of Directors, with a unanimous secret vote of the Board and with the approval of a majority of the general membership. A Lifetime member does not pay dues (not extended to members of the family) and retains voting privileges. (See Policies and Procedures for qualifications.)

Section 4. DUES

A. Shall be dependent upon type of membership. The Treasurer or Membership Chairperson should be contacted for the current dues structure.

B. Shall be due and payable by January 1 for the full year.

C. Shall be submitted with the new member application and prorated on a quarterly basis. Any application received in the fourth quarter of the year shall include dues remaining for the current calendar year plus dues for the next full year.

D. Annual notification and scheduling of dues collection, including late fees, will be at the discretion of the Board of Directors. The Board of Directors may increase the dues by an amount not to exceed 25% each year. Any other increase in dues requires approval of at least 55% of the general membership.

Section 5. RESIGNATION

Resignation of any member shall be effective upon written notice or by electronic means to any Board member and the recording and acceptance by the Board of Directors.

Section 6. TERMINATION, SUSPENSION AND EXPULSION OF MEMBER

A. Failure to pay dues within two (2) months of the due date shall result in termination and that member's name removed from the mailing list. Such member may reapply for membership.

B. The Board may, by a majority vote of the entire Board, suspend or expel any member of VPR for violation of the Bylaws, the Policies and Procedures or any rules established by this corporation. Before such action is taken, written notice shall be sent to the member not less than thirty (30) days prior to the meeting at which the matter is to be considered. Prior to any decision being rendered, said member shall be entitled to a hearing before the Board. Any dues paid by an expelled member shall be prorated for the remaining year and reimbursed to member.

ARTICLE IV – DIRECTORS AND MANAGEMENT

Section 1. EXERCISE OF CORPORATE POWERS BY BOARD OF DIRECTORS

Subject to the limitations of the Articles and of Division 1 of Title 1 of the Corporations Code as to actions which shall be authorized or approved by the members. All corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, a Board of nine (9) active members. The number so stated shall constitute the authorized number of Directors until changed by amendment of the Articles of these By-Laws, duly adopted by the votes or written assent of members entitled to exercise a majority of the voting power of the corporation. The Board of Directors and Officers shall be elected by the general membership once annually.

Section 2. THE EXECUTIVE BOARD SHALL:

A. Foster the objectives, principles and ideals of VPR and enforce its Bylaws, Rules and Policies.

B. Consist of four (4) Officers of the corporation. They shall be the President, Vice President, Secretary and Treasurer. The remaining five (5) Directors include the immediate past President and four (4) additional Directors. They shall be voting members in good standing.

Section 3. ELIGIBILITY FOR DIRECTOR/OFFICER POSITIONS:

Members shall have been a member in good standing for the previous 12 months in order to run for a Board position, and one year of past or current service on the Board to run for an Officer position; both effective as of the start date of service. A current credit report may be required for those running for Treasurer. If unable to fill open positions, the Board may waive these requirements on a temporary basis.

Section 4. CONFLICT OF INTEREST

Any individual Board Member who might gain from any specific issue monetarily or who has a potential conflict of interest may not vote on that issue. Social and Honorary Members are excluded from Board positions.

Section 5. ELECTION PROCEDURES:

A. The Board of Directors shall appoint a nominating committee three (3) months prior to the November or December Annual membership meeting. The committee shall consist of the Immediate Past President (as Chairperson), a current Board Member and a General Member. The Nominating Chairperson shall present a slate of nominees for each Officer and Director position to the Board of Directors two (2) months prior to the Annual membership meeting. This is for the purpose of allowing candidates adequate time to present their agenda/qualifications to the general membership prior to the elections.

B. Nominations for Officers and Board positions may be made from the floor at the time of the announcement of the slate of offices and up to one (1) month prior to the election at the Annual meeting.

C. The election of Officers and Directors will be conducted at the Annual membership meeting. Voting by proxy or assigning one's vote to another person to vote in his absence is **Not Allowed**. Only adult voting members in good standing will be permitted to vote.

D. The election of Directors and Officers shall also be accomplished by written or electronic ballot with the ballot of every member being solicited and signed. All solicitations of ballots shall indicate the time, date and place where the ballot must be returned to be counted. The Director candidates who receive the highest number of affirmative votes, up to the number of Director positions to be filled, shall be elected.

Section 6. ELECTION AND TENURE OF OFFICE:

Directors and Officers named in the Articles shall hold office from January 1 through December 31 and until their successors are elected, either at the annual election meeting or a special meeting of members. If the current President is reelected, the Past President position is considered vacant. A fifth Board Member will be elected to fill that position.

Section 7. VACANCIES:

A. A vacancy in the Board of Directors exists if any of the following events occur:

1. The death, resignation or removal of any Director
2. The authorized number of Directors is increased
3. At any annual, regular, or special meeting of members at which any Director is elected, the members fail to elect the full authorized number of Directors to be voted for at that meeting.
4. Resignation of any Officer or Director shall be effective upon written notice or by electronic means to any Board member and the recording and acceptance by the Board of Directors.

5. Failure to Attend: If a Director fails to attend at least three (3) consecutive board meetings, the Board will contact the Director to ascertain the reason and may vote on whether to remove said Director from office.
6. Removal of Director for Cause: No elected Director shall be removed from office before the expiration of his/her term, except for Cause. Cause shall include, but not be limited to, displaying professional dishonesty; working against the principles and purposes of the organization; injuring the professional standing of another member; abusing his/her privileges of membership; misappropriation of funds; consistent failure to perform the duties of the office; assumption of powers that are not given; and abusive behavior and violation or misrepresentation of the VPR Bylaws or Policies & Procedures. The steps for the removal of a Director for Cause shall be outlined in the current Policies & Procedures.

B. Board vacancies may be filled by appointment by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director unless the Articles or By-laws provide otherwise. Said appointed Director shall hold office until his successor is elected at an annual, regular or special meeting of the members.

The members may elect a Director at any time to fill any vacancy unfilled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the members may elect a successor to take office when the resignation becomes effective.

Section 8. PLACE OF MEETINGS

Regular meetings of the Board of Directors shall be held at any place within or without the state which may be designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation 973 Little Gopher Canyon Road. Vista, CA. Special meetings of the Board may be held either at a place so designated or at the principal office. Any regular or special meeting of the Board is valid whenever held, if held upon written consent of all members of the Board given either before or after the meeting and filed with the Secretary of the corporation.

Section 9. ORGANIZATION OF MEETINGS

A regular meeting of the Board of Directors shall be held the month following each annual meeting of members for the purpose of organization. This meeting must address projected income, expenses and ongoing event planning for the upcoming year in order that VPR will have an orderly plan of action and a viable fiscal position established at the beginning of each year. Notice of such meetings is hereby dispensed with except as otherwise required by Corporations Code Section 2201.

Section 10. FISCAL ORGANIZATION

All proposed events will begin with a written or verbal presentation to the Board of projected income and expense. Within 30 days of the conclusion of any event, the designated event coordinator will submit to the Board a written report (2 copies) documenting all expenses and income, important points of contact, phone numbers, etc. Each Board member shall be polled to ensure that they have had a chance to weigh in and that consensus regarding the event has been reached.

Section 11. REGULAR MEETINGS

Regular meetings of the Board of Directors, other than organization meetings, shall be held once monthly at a time and place designated by the President. Any member of the corporation may request an item be put on the agenda of the regular board meeting by notifying the President. Any member of the corporation may attend any board meeting as an observer. Notice of such regular meetings is not required.

Section 12. SPECIAL MEETINGS

All special meetings of the Board of Directors shall be called by the President, or if the President is absent, unable or refuses to act, by the Vice-President or by any two (2) Directors.

Section 13. NOTICE OF MEETINGS

A. Special Meetings: Written or electronic notice of the time and place of special meetings and of regular meetings, unless the By-laws dispense with said notice of the Board of Directors, shall be delivered personally to each Director, or sent to each director by mail or electronic means. If the address of a Director is not shown on the records and is not readily ascertainable, notice shall be addressed to him/her at the principal office of the corporation.

The minutes of any special meeting of Directors shall contain an entry showing that due notice of said meeting had been given to all Directors, and said entry shall be conclusive evidence that due notice of said meeting has been given to all Directors in the manner and as required by the By-laws of this corporation and by the laws of the State of California.

B. Adjourned Meetings: Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

Section 14. WAIVER OF NOTICE OF DIRECTORS' MEETINGS

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though held at a meeting duly held after regular call

and notice, if a quorum is present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 15. QUORUM

A. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business.

B. Every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present, is the act of the Board of Directors unless the law, the Articles, or the By-laws require a greater number.

C. In the absence of a quorum, a majority of the Directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 16. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all voting members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the voting members of the Board and shall be filed with the minutes of the proceedings of the Board.

ARTICLE V - OFFICERS

Section 1. The Officers of this corporation shall be a President, a Vice-President, a Secretary, and

Section 2. VACANCIES

If the office of any of the officers mentioned in Article V of Section 1 becomes vacant by reason of resignation, removal, disqualification, death, or otherwise, the Board of Directors shall, within a reasonable time thereafter, elect a successor who shall hold office for the unexpired term and until a successor is elected. The Board shall notify the membership of the results.

Section 3. PRESIDENT: It shall be the duty of the President to preside at the VPR Executive Board

1. Act as the chief executive officer of the corporation and exercise a general supervision of the business affairs and property of the corporation.
2. Be a member ex-officio of all committees of the Board.

3. Subject to the advice and control of the Board of Directors, be in charge of the direction and general management of the affairs, business and employees of the corporation.

4. Have such other powers and perform such other duties as from time to time may be assigned by the Board of Directors or by the By-laws.

Section 4. VICE-PRESIDENT: It shall be the duty of the Vice-President to:

1. Assume the duties of the President in his/her absence.

2. Have such other powers and perform such duties as from time to time may be assigned by the Board of Directors or by the By-laws.

Section 5. SECRETARY: It shall be the duty of the Secretary to:

1. Keep at the principal office of this corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of its Directors and of its members with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members present at members' meetings, and the proceedings thereof.

2. Keep at the principal office a past and current membership roster, or a duplicate membership roster, showing the names of the members and their addresses.

3. Maintain custody of the corporate seal and affix the seal to documents or instruments in the name and on behalf of the corporation, when so ordered by the Board of Directors.

4. Perform such other duties as from time to time may be assigned by the Board of Directors or the By-laws.

Section 6. TREASURER: It shall be the duty of the Treasurer to:

1. Keep and maintain adequate and correct accounts of the properties and business transactions of this corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and members.

2. Present a current written financial report at all regular board meetings.

3. Allow inspection of the books of account, at all reasonable times, by any Directors.

4. Serve as Chairperson of the Budget Committee and present the proposed budget to the Board at the March meeting.

5. Have such other powers and perform such other duties as from time to time may be assigned by the Board of Directors or the By-laws.

Section 7. IMMEDIATE PAST PRESIDENT: It shall be the duty of the Past President to:

1. Provide guidance to the new President and Board of Directors.
2. Serve a one (1) year term immediately after holding the President position.

ARTICLE VI - MEETINGS

Section 1. All meetings of the members shall be held at such time and place as shall be

des

Section 2. ANNUAL MEETINGS

The Annual Meeting of the members shall be held in November or December of each year. The purpose is electing Officers and Board Members and to inform the members of the past year's accomplishments and the corporation's financial status.

Section 3. SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by any one of the following: the President or the Board of Directors.

Section 4. NOTICE OF MEETINGS

Notice of meetings, Annual or Special, shall be given to members entitled to vote by a person designated by the Board. Such notice shall be given in person, by electronic means, or by regular mail with charges prepaid and addressed to the member's address appearing on the books of the corporation. All said forms of notice shall be given not less than seven (7) days before such meeting.

Notice of any meeting of members shall specify the place, the day, and the hour of the meeting, and in the case of special meetings, the general nature of the business to be transacted.

Minutes of any Annual or special meeting of the members shall contain an entry showing that due notice had been given to all of the members, and that said entry shall be conclusive evidence that due notice of said meetings had been given to all members in the manner as required by the By-laws of this corporation.

Section 5. ADJOURNED MEETINGS

Any members' meeting, whether annual or special, may be adjourned from day to day or from time to time until its business is completed, upon a vote of a majority of the members entitled to vote which are present. In the absence of a quorum, no business other than adjournment from time to time may be transacted at any meeting of members.

Section 6. CONSENT TO MEMBERS' MEETINGS

The transactions of any meeting of members, however called and noticed, are valid as though held at a meeting duly held after regular call and notice, if a quorum of members is present. Consent is deemed received if a member does not attend as long as prior notice of said meeting has been given per Section 4 above.

Section 7. QUORUM

The presence in person of ten percent (10%) of current members entitled to vote constitutes a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. VOTING RIGHTS

Only members entitled to vote, as described in Article III of Membership, are entitled to vote at a meeting. Each such member entitled to vote shall be a member in good standing, i.e. dues/late fees paid in full and any work requirements designated by the Board have been fulfilled. Voting shall be based on a simple majority of voting members present at the meeting as long as a quorum of members is present.

ARTICLE VII – CORPORATE RECORDS AND REPORTS

Section 1. THE ROSTER/REGISTER OF MEMBERS

The books of accounts, quarterly account from the Treasurer and the minutes of proceedings of the members and the Board of Directors of this corporation, shall be open to inspection upon the written demand of any member at any reasonable time for a purpose reasonably related to his interests as a member, and shall be exhibited at any time required by the demand at any members' meeting of 10 percent (10%) of the members entitled to vote represented at the meeting. Demand of inspection other than at a members' meeting shall be made in writing upon the President or Secretary of the corporation.

This corporation shall keep in its principal office 973 Little Gopher Canyon Road the original or a copy of its By-laws as amended or otherwise altered to date, certified by the Secretary of the corporation which shall be open to inspection by members at all reasonable times.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of this corporation.

Section 2. All checks or drafts for money and notes of the corporation shall require two (2) signatures as follows: President, Vice-President, Treasurer or Secretary. No two members of the same household shall sign checks.

Section 3. CONTRACTS

Except as otherwise provided in the By-laws, the Board of Directors may authorize any officer or officers, or agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. No officer, agent, or employee shall have any authority to bind the corporation by any contract or to any pledge of its credit or to render it liable pecuniary for any purpose or to any amount unless he is so authorized by the Board of Directors.

Section 4. The Board of Directors must obtain approval of the membership for any single expenditure over \$7,500.00.

ARTICLE VIII – DISSOLUTION OF CORPORATION

Section 1. DETERMINATION CRITERIA FOR DISSOLUTION

The intent of this policy is to prevent the corporation from becoming indebted in order to pay normal operation expenses. Dissolution of this corporation may be considered if the following events occur:

- A.** Majority of membership has no interest in continuing the corporation, as evidenced to the Board by lack of membership/participation;
- B.** The corporation no longer generates funds to continue operation; and
- C.** If less than one year's operating expenses are held in reserve.

Section 2. If all three criteria for dissolution set forth in Article VIII, Section 1 are met, the Board shall notify the membership of a Special Meeting wherein the membership will be asked to decide:

- A.** To support a Board-developed action plan to meet the Corporation's financial requirements and restore the one year's operating expense reserve; or
- B.** To dissolve the Corporation.

Section 3. DISSOLUTION OPTIONS

Based upon the original intent in the formation of Vista Palomar Riders, that is to promote horsemanship, the corporation will consider the following in dissolution of its assets:

- A.** No member shall directly profit from the sale of the corporation's assets, including real estate commissions.

B. The corporation's first goal will be to sell current real property and purchase additional property elsewhere which will have equestrian use. It is the intent of this option to ensure the continuation of VPR in some form, while eliminating financial burden posed by the existing property; i.e. establishment of a trust to maintain any future location.

C. If all efforts to achieve the option above are exhausted and it cannot be accomplished, the proceeds from sale of all real property may be donated to an organization agreed upon by a majority of the members, if said organization's primary involvement is equestrian in nature. Again, no member may profit from this option.

D. An alternative to the above would be donating the corporation's real property to another organization that would maintain said property for equestrian use. Again, no member may profit from this option.

It is the intent of this corporation to maintain The Vista Palomar Riders in some form, if at all possible. It is also the intent of this corporation that no current or future members will profit from any activities of dissolution, so as to remove incentive to proceed with any particular option.

ARTICLE IX – AMENDMENT OF BY-LAWS

BY-LAWS OF THIS CORPORATION may be adopted, amended, or repealed by the vote or the written assent of a majority of the members entitled to vote, providing there is a quorum present at the meeting. A 30-day written or electronic notice of such meeting to amend shall be given to all members entitled to vote.

ARTICLE X – COMMITTEES

Section 1. A Committee shall consist of a minimum of 3 members and meet at least once.

Section 2. Special Committees:

A. An Audit Committee, consisting of two members, shall be appointed by the President at the February Board meeting. The duty shall be to audit the Treasurer's accounts from the previous year and provide a report at the May Board meeting. This committee shall audit the Treasurer's accounts any time there is a change in the office of Treasurer. The audit and a report of results must be completed within six weeks of the change in office.

APPROVED

The Bylaws of Vista Palomar Riders, Inc., last updated and approved by the Board on October 5, 2016, were Approved by Membership on November ____, 2016

President

Date

Secretary

Date