

Article 1 –

Offices

Section 1. Principal Office - The principal office of the organization is located in Orange County, State of California.

Section 2. Change of Address - The designation of the county or state of the organization's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws: Current Address: 34125 Pourroy Rd

Winchester, CA 92596

Dated: July 1, 2003 to *present*. (*New Address to be revised with each official term.*)

Section 3. Other Offices - The organization may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 2 - Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes - This organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes - The specific objectives and purposes of this organization shall be: To provide equestrian recreation for members and guests of the organization, to meet new people with similar interests, to provide learning experiences in horsemanship and with membership approval to contribute to worthy charities that share the interests of the membership.

Article 3 – Directors

Section 1. Number - The organization shall have nine (9) directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications - Directors shall be of the age of majority in this state. Other qualifications for directors of this organization shall be as follows:

- They must be in paid membership status with the current dues, except for the honorary members.
- Nominated and elected by the general membership.

Section 3. Powers - Subject to the provisions of the laws of this state and any limitations in the Organizational Charter and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this organization, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties - It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Organizational Charter, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the organization;
- c. Supervise all offices, agents and employees of the organization to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the organization, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office - Each director shall hold office for a period of two consecutive years or until her successor is elected and qualifies. All offices, except president may succeed themselves.

Section 6. Compensation - Directors shall serve without compensation. They shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

Section 7. Place Of Meetings - Meetings shall be held at a place and time designated by the Board of Directors.

Section 8. Regular Meetings - Regular meetings of Directors shall be held on the second Tuesday of the month at 7:00 P.M., unless such day falls on a legal holiday, in which event the board of directors will reschedule.

At a regular general member meeting held on odd years, directors shall be elected by the general membership. Voting for the election of directors shall be by written ballot. Each member shall cast one vote per board position. The candidates receiving the highest number of votes for a board position shall be elected to serve on the board.

Section 9. Special Meetings - Special meetings of the Board of Directors may be called by the President, a Vice President, and the Secretary or by any two board members.

Section 10. Notice of Meetings - Unless otherwise provided by the Organizational Charter, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings.** Notice will be given to the board of directors of any regular meeting.

b. Special Meetings. At least one week prior notice shall be given by the Secretary of the organization to each director of each special meeting of the board. Such notice may be oral or written, email, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 11. Quorum for Meetings - A quorum shall consist of five (5) of the members of the Board of Directors.

Except as otherwise provided under the Organizational Charter, these Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action As Board Action - Every act or decision done or made by a 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 Organizational Charter, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings - Meetings of the Board of Directors shall be presided over by the President, or, in her absence, by the Vice President of the organization or, in the absence of each of these persons, by a Vice President chosen by a majority of the directors present at the meeting. The Secretary of the organization shall act as secretary of all meetings of the board, provided that, in her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by the Robert's Rule of Order insofar as such rules are not inconsistent with or in conflict with the Organizational Charter, these Bylaws or with provisions of law.

Section 14. Vacancies - Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the organization would then be left without a duly elected director or directors in charge of its affairs.

Directors may be removed from office as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the Organizational Charter, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until her death, resignation or removal from office.

Section 15. Nonliability of Directors - The directors shall not be personally liable for the debts, liabilities or other obligations of the organization.



Section 16. Indemnification by Organization of Directors and Officers - The directors and officers of the organization shall be indemnified by the organization to the fullest extent permissible under the laws of this state.

Section 17. Insurance For Corporate Agents - Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a director, officer, employee or other agent of the organization) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the Organizational Charter, these Bylaws or provisions of law.

Article 4 - Executive Officers

Section 1. Designation of Officers – The officers of the organization shall be a President, a Vice President, a Secretary and a Treasurer. The organization may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications – Any person with a valid membership and paid dues may serve as officer of this corporation.

Section 3. Election and Term of Office – Officers shall be elected by the general membership and serve for two (2) years. All officers may succeed themselves with the exception of the President.

Section 4. Removal and Resignation – An officer may be removed by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors, the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies – Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board determines.

Section 6. Duties of President - The President shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the officers. She shall perform all duties incident to her office and such other duties as may be required by law, by the Organizational Charter or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall

preside at all meetings of the Board of Directors at all meetings of the members. Except as otherwise expressly provided by law, by the Organizational Charter or by these Bylaws, she shall, in the name of the organization, execute such contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of Vice Presidents - In the absence of the President, or in the event of her inability or refusal to act, a Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Organizational Charter or by these Bylaws or as may be prescribed by the Board of Directors. The following VP hierarchy is used: VP Activities and Promotions, VP Historian.

Section 8. Duties of Secretary - The Secretary shall certify and keep at the principal office of the organization the original, or a copy, of these Bylaws as amended or otherwise altered to current date.

Keep at the principal office of the organization or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the organization and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the organization. Keep at the principal office of the organization a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased. Exhibit at all reasonable times to any director of the organization, or to her agent or attorney, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the directors of the organization. The Secretary shall also assist the Membership Officer in maintaining a current roster of members. The Secretary shall notify the membership of activities of the organization by means of a newsletter.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Organizational Charter or by these Bylaws or which may be assigned to her from time to time by the Board of Directors.

Section 9. Duties Of Treasurer - The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such banks, trust companies or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the organization from any source whatsoever. Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all

reasonable times the books of account and financial records to any director of the organization, or to her agent or attorney, on request therefore. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The Treasurer will present a report at meetings or upon requests from the Board of Directors.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Organizational Charter of the organization or by these Bylaws or which may be assigned to her from time to time by the Board of Directors.

Article 5 - Committees

Section 1. Executive Committee (i.e., Voting Committee) - The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the organization, to the extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the organizations records and report the same to the board from time to time as the board may require.

Section 2. Other Committees - The organization shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees - Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions required by law, by the Organizational Charter of the organization or by these Bylaws or which may be assigned to them from time to time by the Board of Directors.

Article 6 - Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments - The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount without preapproval, submission and review of the Board of Directors.

Section 2. Checks and Notes - Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the organization shall be signed by the Treasurer and countersigned by the President of the organization.

Section 3. Deposits - All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts - The Board of Directors may accept on behalf of the organization any contribution, gift, bequest or devise for the nonprofit purposes of this organization.

Article 7 - Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records - The organization shall keep:

a. Minutes of all meetings of directors, committees of the board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

c. A record of its members, if any, indicating names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

d. A copy of the organization's Organizational Charter and Bylaws as amended to date, which shall be open to inspection by the members of the organization at all reasonable times.

Section 2. Corporate Seal - The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the organization. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization and shall have such other rights to inspect the books, records and properties of this organization as may be required under the Organizational Charter, other provisions of these Bylaws and provisions of law.

Section 4. Members' Inspection Rights - Every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the organization, which demand shall state the purpose for which the inspection rights are requested.

b. To obtain from the Secretary of the organization, upon written demand on, and payment of a reasonable charge to, the Secretary of the organization, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date

for which the list _____ has been compiled or as of the date specified by the member subsequent to the date of _____ demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the organization or after the date specified therein as of which the list is to be compiled.

c. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the organization by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this organization as may be required under the Organizational Charter, other provisions of these Bylaws and provisions of law.

Section 5. Right To Copy And Make Extracts - Any inspection under the provisions of this Article may be made in person or by agent or by attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report - The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this organization, to be so prepared and delivered within the time limits set by law.

Article 8 - IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities - No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by a organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement - No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

Section 3. Distribution of Assets - Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions - In any taxable year in which this organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the organization 1) shall distribute its income for said period at such time and manner as not to subject it to tax



under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 9 - Amendment of Bylaws

Section 1. Amendment - Subject to the power of the members of this organization to adopt, amend or repeal the Bylaws of this organization and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of 2/3 of those voting from the general membership.

Article 10 - Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Organizational Charter of this organization, the provisions of the Organizational Charter shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Organizational Charter shall be to the Organizational Charter, Articles of Organization, and Certificate of Incorporation, Corporate Charter or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 11 - Membership Provisions

Section 1. Determination and Rights of Members - The organization shall have only one class of members. No member shall hold more than one membership in the organization. Except as expressly provided in or authorized by the Organizational Charter, the Bylaws of this organization or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of Members - The qualifications for membership in this organization are as follows:

- Attended one guest event
- Signed application by a member sponsor (member for a year)
- Approved by the board
- Member must have paid an annual membership fee
- Member must have signed the appropriate release forms

Section 3. Admission of Members - Applicants shall be reviewed, approved and admitted to probationary membership at the beginning of each year. Following one year of probation they will be subject to a Board of Director review for full membership admittance.

Section 4. Fees and Dues - The annual dues payable to the organization by members shall be defined in the Organization Charter and shall be due on or before July 15th.

Section 5. Number Of Members - Membership in the organization is limited to 150 members.



Section 6. Membership Book - The organization shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the organization's secretarial and membership principal offices.

Section 7. Non-liability of Members - A member of this organization is not, as such, personally liable for the debts, liabilities or obligations of the organization.

Section 8. Non-transferability of Memberships - No member may transfer a membership or any Right arising there from. All rights of membership cease upon the member's death.

Section 9. Termination of Membership - The membership of a member shall terminate upon the Occurrence of any of the following events:

1. Upon her notice of such termination delivered to the President or Secretary of the organization personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

2. upon failure to renew her membership by paying dues on or before their due date.

3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the organization. All rights of a member in the organization shall cease on termination of membership as herein provided.

Article 12 - Meetings of Members

Section 1. Place of Meetings - Meetings of members shall be held at places as may be designated from time to time by resolution of the Board of Directors.

Section 2. Regular Meetings - A regular meeting of members shall be held on the 3rd Tuesday of every month, at 7:00PM, for the purpose of transacting business. If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place as assigned by the Board of Directors.

Section 3. Special Meetings of Members - Special meetings of the members shall be called by the Board of Directors, the President of the organization, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 4. Notice of Meetings - Notice of general member meetings will be provided by newsletter.

Section 5. Quorum for Meetings - A quorum shall consist of 2/3 of the voting members of the organization either via attendance at the meeting or absentee ballot.

Section 6. Majority Action As Membership Action - Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Organizational Charter, these Bylaws or provisions of law require a greater number.



Section 7. Voting Rights - Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

Section 8. Action by Written Ballot - Except as otherwise provided under the Organizational Charter, these Bylaws or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the organization distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and-
4. Shall specify the date by which the ballot must be received by the organization in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the organization.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

Section 9. Conduct of Meetings - Meetings of members shall be presided over by the President of the organization or, in her absence, by the Vice President of the organization or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting.

The Secretary of the organization shall act as Secretary of all meetings of members, provided that, in her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Organizational Charter, these Bylaws or with provisions of law.

ADOPTION OF BYLAWS

We, the undersigned, are all of the current Board of Directors of the Las Vaqueras Women's Riding Group and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 11 preceding pages, as the Bylaws of this organization. Dated: 9-8-2016

PRESIDENT

Gretchen Verbeerst

SECRETARY

Karen Rochefort

TREASURER

Ann Forster

CORRESPONDING SECRETARY

Georgia Seeck

HISTORIAN

Debby McNeely

TRAIL BOSS

Cyndi Daneshmand

MEMBERSHIP

Barbara Mitchell

VP CATERING AND ENTERTAINMENT VP

Leslie Cory

ACTIVITIES AND PROMOTIONS VP

Brooke Carter