

BYLAWS OF

**MERCED HORSEMENS
ASSOCIATION**

POST OFFICE BOX 2585
MERCED, CA 95344

LOCATED AT:

**499 WEST NEVADA STREET
MERCED, CA 95348**

Updated 10/15/11

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1. Name, Office and Location

1.1. Name

The name of this corporation is the MERCED HORSEMEN'S ASSOCIATION (hereinafter sometimes referred to as the "Association").

1.2. Principal Office

The principal office of the Association for the transaction of business is located at 499 West Nevada Street, Merced, California 95348 (Mailing address's Post Office Box 2585, Merced, California 95344).

1.3. Change of Address

The Board of Directors is hereby granted full power and authority to change the principal office of the Association from one location to another in the County of Merced, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

2. Objectives, Purposes and Powers

2.1. Objectives, Purposes And Powers

The objectives, purposes and powers for which this corporation is formed shall be to foster knowledge, understanding and appreciation of horses; to foster and promote horsemanship in the community; and to sponsor activities which promote horsemanship and help develop good moral character among youth, as provided for in Section 2 of the Articles of Incorporation of the MERCED HORSEMEN'S ASSOCIATION, as amended.

3. Membership

3.1. Classification and Eligibility of Regular Voting Members

Any adult (for purposes of these by laws, adult is anyone 18 years of age or older) actively interested in horses is eligible to become a regular voting member of the Association. Whenever in these Bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote. Each member shall have such voting rights as specified in these Bylaws. No person shall hold more than one (1) membership in the Association. Members shall have the privilege of voting at Association elections and at meetings of the members of the Association; provided, however, that no such member who shall be delinquent by reason of nonpayment of dues or other debts due the Association shall be entitled to vote while such delinquency continues.

3.2. Junior Member

Any persons under eighteen (18) years of age on January 1 of that membership year are eligible to become members of the Merced Horsemen's Junior Association, through purchasing an individual junior membership or as part of a family membership. As Junior Members they will have no right to vote; with the exception of their responsibilities as outlined in 7.1 of these bylaws.

3.3. Honorary Members

The Board of Directors of the Association may, from time to time, elect to receive a person as an honorary member of the Association upon two-thirds (2/3) vote of the Board of Directors. The name of any such person shall be circulated to the general membership within thirty (30) days of election. An honorary member shall have no vote in the affairs of the Association, nor shall such member pay any dues or assessments, but shall otherwise be entitled to all benefits of membership. An honorary member can at any time resign from the Association. An honorary membership shall be valid only during the fiscal year in which it is given.

3.4. Lifetime Members

A lifetime member shall be a member of the corporation who by virtue of his or her service, time, devotion and respect of the purposes and traditions of the Association, are so recognized upon resolution of the Board of Directors upon a two-thirds (2/3) vote of the Board of Directors. A lifetime member shall be entitled to vote, but shall not be required to pay annual dues, however being a lifetime member does not exempt the member from assessment, should an assessment be imposed.

3.5. Admission to Membership

Any person, eligible for membership under Section 3.01 of these Bylaws, is qualified for membership only after said person has completed an application for membership in the Association containing information as may from time to time be required by the Board of Directors. Such applicant shall be admitted to membership only on the approval of the Board of Directors and upon the payment of the application fee as prescribed in Section 3.06 and the dues as specified in Section 3.07 of these Bylaws.

3.6. Application Fee

There may be a fee charged for, and payable with, the application for membership. Such application fee shall be non-refundable. The application fee may be changed from time to time by resolution of the Board of Directors upon motion duly made, seconded and carried by majority vote.

3.7. Dues

The annual dues payable to the Association by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on submission of membership application and annually thereafter at such time or times as may be fixed by the Board of Directors.

3.8. Assessments

Members are subject to assessment which may be levied and collected upon motion duly made, seconded and adopted by two-thirds (2/3) vote of the Board of Directors for any object within the scope of the purposes of the Association. Upon the Board of Directors adopting any assessment, the Secretary of the Association shall, within fifteen (15) days thereafter, notify each member of the assessment, which notice shall contain as a minimum, the following:

1. Amount of assessment;
2. Date assessment payments are due;;
3. Purpose of the assessment; and
4. Nature of the vote by the Board of Directors for the assessment.

Any member on learning of an assessment may avoid liability for it by promptly resigning from membership, providing that the member is not otherwise liable for the assessment by contract or otherwise. Such notice shall be served on the Secretary of the Association within ten (10) days after mailing of said notice as herein set forth by the Secretary. All such notices shall be deemed duly mailed to the member at the address then existing on the books of the Association for such member and at the existing Association mailing address.

3.9. Number of Members

There shall be no limit on the number of members of the Association.

3.10. Transferability of Membership

Neither the membership in the Association nor any rights in the membership may be transferred or assigned, for value or otherwise.

3.11. Membership Book

The Association shall keep in written form a membership book (also referred to as a roster) containing the name, address and type of membership. The book shall also contain the fact of termination and the date upon which such membership ceased. Such book shall be kept at the principal office of the Association and shall be subject to the rights of inspection required by law as set forth in Section 3.12 of these Bylaws. The membership book shall not be made available except as in accordance with Section 3.12.

3.12. Inspection Rights of members

- a) Subject to the Association's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Association provides a reasonable alternative as permitted by Section 3.12(c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:
 1. Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days prior written demand on the Association which demand shall state the purpose for which the inspection rights are requested; or,
 2. Obtain from the Secretary of the Association, on written demand and tender of a reasonable charge, 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 it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- b) The rights of inspection set forth in Section 3.12 of these Bylaws may be exercised by the following:
 1. Any member, for a purpose reasonably related to such person's interest as a member; or,
 2. The authorized number of members for a purpose reasonably related to the members' interest as members.
- c) The Association may, within ten (10) business days after receiving a demand pursuant to Section 3.12(a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner

accomplishes the proper purpose set forth in a demand made pursuant to Section 3.12(a) of these Bylaws shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Association fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Association does not meet the proper purpose of the demand made pursuant to Section 3.12(a) of these Bylaws.

3.13. Non-Liability of Members

A member of the Association shall not, solely because of such membership, be personally liable for the debts, obligations or liabilities of the Association.

3.14. Termination of Membership

The membership of any member shall terminate upon occurrence of any of the following events:

1. The resignation of the member;
2. The failure of a member to renew his or her membership; or,
3. Death of the member; or
4. Violation of bylaws by a member

3.15. Members in Good Standing

Only members whose fees and dues have been paid and whose assessments, if any, and other financial obligations to the Association are current shall be entitled to vote in members' meetings, have a say in meetings, enjoy any of the rights of membership, or hold any office or directorship in the Association.

4. Meetings of Members

4.1. Place

Meetings of members shall be held at the principal office of the Association or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

4.2. Meetings

The members shall meet at least annually in the last quarter of the year for the purpose of electing Directors and Officers and for the purpose of transacting such proper business as may come before the meeting. The meeting at which Directors and Officers are elected shall be at such time as set by resolution of the Board of Directors and the Directors and Officers so elected shall be for the term fixed in Section 4.06 of these Bylaws, the Board shall, or five percent (5%) of the members may, cause the election of Directors and Officers to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of members. If the day fixed for the regular meeting of the members falls on a legal holiday, such meeting shall be held at the same hour and place one (1) week later.

4.3. Special Meetings

Special meetings of members shall be called by the Board of Directors or the President of the Association and held at such place within the State of California as fixed in Section 4.01 of these Bylaws or as may otherwise be ordered by resolution of the Board of Directors. Five percent (5%) or more of the members of the Association may call special meetings for any lawful purpose.

4.4. Notice of Meetings

Written notice of every meeting of members shall be either personally delivered or mailed by first class United States mail, postage prepaid or by posting it electronically, fifteen (15) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event notice is given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Association or at the address given by the member to the Association for the purpose of notice. Where no such address appears or is otherwise given, notice shall be given at the principal office of the Association. The Secretary of the Association may execute an affidavit of the giving of the notice of the meeting of members, if such affidavit is reasonably necessary for any purpose of the Association. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than ten (10) days nor more than sixty (60) days after receipt of the written request from such person or persons by the President of the Association shall be sent to each member forthwith and in any event, within twenty (20) days after the request was received,

No meeting of members may be adjourned for more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

4.5. Contents of Notice

The notice shall state the place, date and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting of which Directors or Officers are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

4.6. Waivers, Consents and Approvals

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had 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 persons entitled to vote signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.7. Quorum

A quorum at any meeting of members shall consist of twenty-five percent (25%) of the members of the Association entitled to vote.

4.8. Loss of Quorum

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

4.9. Adjournment For Lack of Quorum

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented, but no other business may be transacted except as otherwise provided in Section 4.08 of these Bylaws.

4.10. One Vote Per Member

- a) Each member (18 years of age or older) is entitled to one (1) vote on each matter submitted to a vote of the members.
- b) Single memberships are permitted in the name of one (1) individual only and shall not be subject to other than a single vote.
- c) The record date for the purpose of determining the members entitled to notice of any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is twenty (20) days prior to such other action.
- d) Cumulative voting shall not be authorized.
- e) Members entitled to vote shall not be permitted to vote or act by proxy. Any amendment of this provision creating or expanding proxy rights shall be adopted with approval by the members. For purposes of this provision of these Bylaws, "approval by the members" shall assume the same definition as set forth in Section 5034 of the Corporations Code or such other code section and amendments thereto.

4.11. Ballot Requirements

- a) Subject to the limitations specified in Section 4.11(b) of these Bylaws, any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Association shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association. Approval 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 at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- b) Directors and Officers shall be elected by written ballot.
- c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members meetings set forth in Section 4.04 of these Bylaws and of voting by written ballot set forth in Section 4.11(d) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors and Officers, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted, if such ballots are to be cast prior to the meeting in which the election is to occur.
- d) Unless otherwise provided in the Articles of Incorporation of the Association or these Bylaws, a written ballot may not be revoked except by the member casting a ballot which may revoke their ballot, or substitute another only by giving a written notice received by the Association prior to the time specified on the ballot for its receipt by the Association. Such revocation shall be effective on its receipt by the Secretary of the Association.

4.12. Conduct of Meetings

- a) The President of the Association, or in his or her absence, the Vice President or any other person chosen by a majority of the voting members present at a general meeting or the majority of the directors at a board meeting shall be Chairman of and shall preside over the meeting of the members.
- b) The Secretary of the Association shall act as the Secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as Secretary of the meetings.

4.13. Inspectors of Election

- a) In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any person so appointed fails to appear or refuses to act, the Chairman of any meeting may, and on request of any member, appoint inspectors of election at the meeting. The numbers of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one (1) or more members the majority of members represented in person shall determine whether one (1) or three (3) inspectors are to be appointed.
- b) The inspectors of election shall perform the following duties:
 - 1. Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting and the existence of a quorum;
 - 2. Receive votes, ballots or consents;
 - 3. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
 - 4. Count and tabulate all votes and consents;
 - 5. Determine when the polls shall close;
 - 6. Determine the result; and,
 - 7. Do such acts as may be proper to conduct the election or vote with fairness to all members.

The inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

- c) If there are three (3) inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.
- d) On request of the Chairman or any member the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima fade evidence of the facts stated therein.

5. **Directors**

5.1. Number

As provided in Article IV of the Articles of Incorporation of the Association, the Association shall have six (6) Directors until that number is changed by an amendment to these Bylaws as provided in Section 10.02 hereof. The President of the Association shall be deemed by office to be a seventh (7th) member of the Board of Directors with power to vote and to initiate and second motions. If the President initiates and or seconds a motion the call to vote must then be taken by the Vice-President or the designated Chairman.

5.2. Qualifications

The Directors and Officers of the Association shall, be elected from the members of the Association.

5.3. Election and Term of Office

Each Director (other than President) shall be elected by secret ballot pursuant to the provisions of Section 4.02 of these Bylaws to serve a three (3) year term and shall serve until the ejection and qualification of their successor. The terms of office of the Directors (excluding the President) shall be staggered, so that terms of one-third (1/3) of the Directors shall expire at the annual meeting each year. In the event a sitting Director is nominated for office in the Association other than Director as provided for in Section 5.04 herein, and if said Director accepts such nomination, said Director, by his acceptance, shall be deemed to have relinquished the remainder of his term. In the event a Director is removed at a special meeting of the members called and held as prescribed in Section 4.03 of these Bylaws, such Director shall hold office until his or her removal. No Director shall serve more than two (2) consecutive elective terms.

5.4. Nominations Procedure

- a) Composition of Nominating Committee: The Nominating Committee shall be composed of three (3) members who will constitute the Nominating Committee for that calendar year. Two (2) of those three (3) members will be appointed by the President, with Board approval and one (1) shall be a sitting director whose term is not expiring. That appointed member will serve as the Chairman of the Nominating Committee.
- b) Meetings of the Nominating Committee: The Nominating Committee shall meet at such reasonable times and places as the Chairman thereof may set and shall submit to the Secretary of the Association in writing the names placed in nomination by the committee at least sixty (60) days prior to the meeting at which the elections are to occur. At least thirty (30) days prior to the annual meeting and election, the Secretary shall cause to be published the names of those persons so nominated in the newsletter, electronically or posted at the principal place of business.
- c) Nominations from the Floor: Members may nominate from the floor a person or persons qualified under Section 5.02 herein, provided such person or persons are is present at that meeting and are willing to serve. Such nomination from the floor must take place not more than sixty (60) days or less than thirty (30) days prior to the annual meeting and the name or names of the candidate or candidates so nominated will be placed on the ballot along with those candidates nominated by the Nominating Committee. Members may also make nominations verbally or through other form of written communication to the nominating committee; however, those nominations must be accepted by the nominee in writing or in person not more than sixty (60) days nor less then thirty (30) days prior to the annual election meeting.

5.5. Duties and Powers of Directors

Directors shall have the power, and it shall be their duty:

- a) To use their best efforts to carry out in good faith the purpose and exercise the powers expressed in the Articles of Incorporation;
- b) To control the affairs and business of the Association, and to make regulations and rules for the guidance of the Officers in its management. Pursuant to this a set of procedures and policies shall be adopted by each Board annually;
- c) To appoint, supervise and remove at will, all agents and employees of the Association, prescribe their duties, fix the compensation of employees and require from them, if advisable, security for faithful service;
- d) To select one (1) or more financial institutions to act as depository of the funds of the Association and to determine the manner of receiving, depositing and disbursing the funds of the Association

and the form of checks and the person or persons by whom same shall be signed, with the power to change such institutions and the person or persons signing said checks and the form thereof at will:

- e) To keep a complete record of all their acts and of the proceedings of their meetings;
- f) To adopt an annual budget and install such a system of bookkeeping and auditing as will reflect the true financial condition of the Association;
- g) From time to time to establish such committees as they deem appropriate to aid in achieving the ends of the Association. Such committee or committees shall have no authority independent of the Board of Directors; and
- h) To approve unbudgeted expenditures in excess of an amount determined by the Board of Directors as part of their annual budgetary process.

5.6. Compensation

- a) Directors shall serve without compensation; and
- b) No Director, either directly or indirectly, may enter into a verbal or written agreement with the Association whereby a profit or other financial gain to the Director is anticipated. -

5.7. Meetings

- a) Meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors;
- b) All meetings of the Board shall be held at the principal office of the Association as specified in Section 1.02 of these Bylaws or as changed from time to time as provided in Section 1.03 of these Bylaws, or such other location in Merced County, California, as may be designated in a valid notice of Directors' meeting;
- c) Regular meetings of the Board shall be held at such time as set by the Board of Directors within a period not to exceed ten (10) working days prior to the regular meeting of members and immediately following each annual meeting of the members of the Association as set forth in Section 4.02 of these Bylaws. Published notice of these meetings shall be given to members at least fifteen (15) days before the date of such meeting;
- d) Special meetings of the Board may be called by the Chairman of the Board or the President or any two (2) Directors. Special meetings shall be held on four (4) days notice by first class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally, by telephone or electronically. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding a meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends commencement, the lack of such notice to such Director. All such waivers, consents and approvals shall be filed with the Association's records or made a part of the minutes of the meetings;
- e) A two-thirds (2/3) majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided;
- f) Except as otherwise provided in the Articles, in these Bylaws, or by law, 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 provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles or these Bylaws;
- g) The President of the Association shall preside at meetings of the Board of Directors. The secretary of the Association or, in the Secretary's absence, any person appointed by the presiding Officer, shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all members participating in Such meeting can hear one another. Such participation shall constitute personal presence at the meeting;
- h) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the

adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

5.8. Action Without Meeting

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

5.9. Removal of Director or Officer

- a) The Board may declare vacant the office of a Director or Officer on the occurrence of any of the following events:
 1. The Director/Officer has been declared of unsound mind by a final order of court;
 2. The Director/Officer has been convicted of a felony;
 3. The Director/Officer has been found by a final order or judgment or any court to have breached duties imposed by Section 5230, et seq. of the Corporations Code on Directors/Officers who perform functions with respect to assets held in charitable trust; or
 4. A Director/Officer misses three (3) consecutive meetings (Board and/or membership) and the Secretary informs such Director/Officer, in writing, that he has missed three (3) consecutive meetings and that the directorship shall be deemed vacated unless such Director/Officer, within thirty (30) days of such letter, reaffirms to the Board and/or Secretary, in writing, that he desires to continue as a Director/Officer, explains the reason for the absences, and the Board accepts such explanation. The notice shall be mailed to such Director at the address shown on the records of the Association.
- b) Any or all of the Directors may be removed without cause if, where the Association has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Association has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code,

5.10. Resignation of Director/Officer

Any Director/Officer may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Association, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

5.11. Vacancies in the Board

- a) Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director, whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized;
- b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 5.09 of these Bylaws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director;
- c) Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.
- d) Vacancies created by the resignation or removal of a Director shall be filled as herein specified for the period of time remaining in that Director's term.

6. Officers

6.1. Number and Titles

The Officers of the Association shall be a President, a Vice-President, a Secretary, a Chief Financial Officer and such other Officers with such titles and duties as shall be determined by the Board and may be necessary to enable the Board to conduct its business and sign instruments effecting the Association.

6.2. Qualifications

The Officers of the Association shall be elected from the members of the Association.

SECTION 6.02 - Election and Term of Office - The Officers shall be elected by the members of the Association, pursuant to the provisions of Section 5.03 of these Bylaws, and subject to the rights, if any, of an office under any contract of employment. Officers shall serve for one (1) year terms. Officers of the Association shall be elected at the annual meeting as set forth in Section 4.02 of these Bylaws and in the same manner as Directors are elected, as herein set forth. With the exception of the President, no person can be a Director and hold any other office of the Association at the same time.

6.3. Duties of Officers

President

The President is the general manager and chief executive officer of the Association and is a member of the Board of Directors. The President has, subject to the control of the Board, general supervision, direction and control of the business and Officers of the Association. The President shall preside at all meetings of the membership and at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of President and general manager of an Association and such other powers and duties as may be prescribed by the Board;

Vice-President

In the absence or disability of the President, the Vice-President in order of their rank as fixed by the Board, if not ranked, the Vice-President designated by the Board, 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 upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board;

Secretary

The Secretary shall keep, or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of all meetings of members, the Board, and if special, how authorized, the notice thereof given, the names of those present at Board meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept, a copy of the Bylaws of the Association at the principal executive office of business office in accordance with Section 213 of the California General Corporation Law.

The Secretary shall give, or cause to be given, notice of all the meetings of the membership and of the Board and of any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Chief Financial Officer

The Chief Financial Officer of the Association shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, and shall send or cause to be sent to the membership of the Association such financial statements and reports as are by law or these Bylaws required to be sent to them. The books of account shall at all times be open to inspection by any Director.

The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board.

6.4. Nominations Procedure

Nominations for the offices of the Association shall be held pursuant to Section 5.04 of the Bylaws.

6.5. Compensation

- a) The Officers of the Association shall serve without compensation; and
- b) No Officer, either directly or indirectly, may enter into a verbal or written agreement with the Association whereby a profit or other financial gain to the Officer is anticipated.

6.6. Removal of Officers

Removal of Officers of the Association shall occur pursuant to the provisions of Section 5.09 of these Bylaws.

6.7. Resonation of Officer

Any Officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the Officer is a party.

6.8. Vacancies in the Offices

Vacancies in any office in the Association shall be defined and shall be filled as provided for in section 5.11 of these Bylaws.

7. Merced Horsemen's' Junior Association

7.1. Junior Association

Within the MERCED HORSEMEN'S ASSOCIATION there may exist the Merced Horsemen's Junior Association. This organization shall be a division of MERCED HORSEMEN'S ASSOCIATION, and shall operate within the scope of the Bylaws, rules and regulations of the MERCED HORSEMEN'S ASSOCIATION, The Merced Horsemen's Junior Association may elect its own Officers and adopt such additional Bylaws, rules and regulations as approved by the Board of Directors of the MERCED HORSEMEN'S ASSOCIATION. Officers of the Merced Horsemen's Junior Association are not Officers of the MERCED HORSEMEN'S ASSOCIATION unless specifically serving as such by election or appointment of the MERCED HORSEMEN'S ASSOCIATION.

8. Corporate Records, Reports and Seal

8.1. Keeping Records

The Association shall keep adequate and correct records of account and minutes of the proceedings of its members, Board and committees of the Board. The Association shall also keep a record of its members giving their names and addresses and the type of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any form capable of being converted into written form.

8.2. Annual Report

The Board shall cause an annual report to be sent to the members not later than one hundred twenty (120) days after the close of the Association's fiscal year. The annual report shall contain in appropriate detail the following:

1. A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for each fiscal year
2. A statement of the place where the names and addresses of the current members are located; and
3. Any information concerning certain transactions and indemnifications required by Corporations Code Section 6322. The annual report shall be accompanied by any report thereon of independent accountants or if there is not such a report, the certificate of any authorized Officer of the Association that such statements were prepared without audit from the books and records of the Association. The annual report shall be furnished to all Directors.

8.3. Annual Statement of Certain Transactions and indemnification

The Association shall furnish annually to its members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 8.02 of these Bylaws.

8.4. Corporate Seal

The Board of Directors shall adopt a corporate seal which shall be in the following form and design: MERCED HORSEMEN'S ASSOCIATION, California, Incorporated June 17, 1947. The Secretary of the Association shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal, shall not, however, affect the validity of any instrument.

8.5. Fiscal Year

The Association's fiscal year shall be from January 1 to December 31.

9. Construction and Definitions

9.1. General

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Non-Profit Corporation law shall govern the construction of these Bylaws. Without limiting the generality of the above, where appropriate, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the term person includes both the corporation and a natural person.

9.2. Notices

Except as otherwise expressly provided by Law, any and all notices or other communications required or permitted by these Bylaws or by law to be served on or given to any member hereof by the Association shall be in writing and shall be deemed duly served and given when personally delivered to the member to whom they are directed, or in lieu of such personal service, when deposited in the United States mail, first class postage prepaid or sent electronically, to the member at the address of such member appearing on the books of the Association or at the address given by the member to the Association for the purpose of notice.

10. **Bylaws**

10.1. Effective Date

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption, unless the Board of Directors or voting members of the Association in adopting them provide for a different effective date.

10.2. Amendment of Bylaws

These Bylaws may be amended at any annual or special meeting of the voting members of the Association called for such purpose, or may be amended by the Board of Directors at a meeting called for such purpose, provided that at least thirty (30) days written notice of the proposed amendment has been given to the members or Directors. A two-thirds (2/3) vote of a quorum is required to approve such amendment.

Notwithstanding the above provisions, the Board of Directors shall not adopt amendments concerning the following:

- a) Changing the authorized number of Directors;
- b) Changing the length of terms of Directors;
- c) Allowing any additional person to hold office of Director by designation or selection rather than by election by the members;
- d) Changing the quorum for members' meetings;
- e) Changing the quorum for Directors' meetings;
- f) Changing the proxy rights or members; or
- g) Changing the fiscal year of the Association.