

BYLAWS OF THE TIJUANA RIVER VALLEY EQUESTRIAN ASSOCIATION

ARTICLE 1 NAME

The name of this Corporation shall be the **Tijuana River Valley Equestrian Association** and it shall also be known by its acronym **TRVEA**.

ARTICLE 2 OFFICES

Section 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation is located at care of Wigginton Ranch, 2191 Hollister St, San Diego County, California 92154. The location and area served by TRVEA is, but is not limited to, the Tijuana River Valley (the "TRV").

Section 2. OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE 3 OBJECTIVES AND PURPOSES

The objectives and purposes of this Corporation shall be to promote camaraderie among Tijuana River Valley horsemen; and to promote awareness and understanding by equestrians of the need to protect and preserve the resources of the Tijuana River Valley in order to foster an equestrian lifestyle; and to maintain and preserve equestrian trails.

Additional purposes, for which this Corporation is organized, without rank or priority, are:

1. To provide charitable events and donations, especially where the TRV's equestrian lifestyle can be shared with the public;
2. To promote a better understanding of the usefulness of horses in public service;
3. To encourage youth participation in equestrian activities;
4. To aid equestrians during Tijuana River Valley or regional disasters and emergencies;
5. To promote awareness for the proper care of all animals;
6. To raise and solicit money and other property for its organizational purposes by public or private subscription, donation, gift, bequest, or devise;
7. To engage in any other activity or to perform any other act or function, not contrary to law, which will promote or encourage the purposes of this organization, and in carrying out any of its purposes and

objectives to seek the enlightenment, improvement, and other betterment of its members as well as to raise revenue.

ARTICLE 4 **MEMBERSHIP**

SECTION 1. QUALIFICATIONS

(A) There shall be three classes of membership in this Corporation:

- (1) Regular
- (2) Family
- (3) Junior

(B) Any person 18 years of age or older, of good character, and dedicated to the purposes of this Corporation, shall be eligible for Regular membership upon acceptance of his or her application by the Board of Directors and payment of such dues and initiation fees as may from time to time be fixed by the Board of Directors.

(C) Any person eligible to be a Regular member, together with the spouse and dependent minors of such qualifying member, shall be eligible for Family membership upon payment of such dues and initiation fees as may from time to time be fixed by the Board of Directors for that class. Dependent minors must reside at the Regular member's address.

(D) Any person under 18 years of age, of good character, dedicated to the purposes of this Corporation, providing a guardian's signature is eligible for a Junior membership, upon acceptance of his or her application by the Board of Directors, and upon payment of such dues and initiation fees as may from time to time be fixed by the Board of Directors for that class.

SECTION 2. FEES, DUES, AND ASSESSMENTS

Each Regular, Family, and Junior member in good standing must pay, within the time and on the conditions set by the Board of Directors, the annual dues in amounts to be fixed from time to time by the Board of Directors. The dues and fees shall be equal for all Regular, Family, and Junior members, but the Board of Directors may, at its discretion, adjust the fees and dues for any memberships.

ARTICLE 5 **MEETINGS OF MEMBERS**

SECTION 1. PLACE OF MEETING

Meetings of the membership shall be held at a location in the TRV as designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal Executive office of the Corporation.

SECTION 2. BIENNIAL MEETINGS

A meeting of the members shall be held in the TRV during June of every year in order to elect the Board of Directors. A meeting of members shall be held in the TRV on the second Saturday of December each year in order to elect the officers of the Corporation. To change the date, the Board of Directors must fix another date and give a minimum of fourteen days prior notice to the members.

SECTION 3. SPECIAL MEETING

AUTHORIZED PERSONS WHO MAY CALL: A special meeting of the members may be called at any time by any of the following: the Board of Directors, the President, or ten or more members.

SECTION 4. QUORUM

- (A) **PERCENTAGE REQUIRED (MEMBERS):** Thirty (30) percent of the members shall constitute a quorum for the transaction of business at a meeting of the members.
- (B) **PERCENTAGE REQUIRED (BOARD OF DIRECTORS):** Sixty (60) percent of the Board of Directors constitutes a quorum for the transaction of business at a meeting of the Board of Directors.

SECTION 5. VOTING

- (A) **ELIGIBILITY TO VOTE:** Persons entitled to vote at any meeting of members shall be members as determined in accordance with Section 7 of Article 5 as of the date of the meeting of members, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.
- (B) **MANNER OF CASTING VOTES:** Voting may be by voice or ballot, or by written means of postal mail or by electronic means, except that any election of Directors must be by ballot. A FAX letter containing the member's name and contact information, and signature may be used to voice or ballot vote when sent to a Director or Executive Officer. An email containing the member's TRVEA-membership-form-registered electronic address may be used for voice or ballot vote when the email is sent to a Director or Executive Officer. A letter containing the member's name, contact information, and signature may be used for voice or ballot vote when delivered by postal mail to a Director or Executive Officer.
- (C) Each postal mail letters, FAX, and printed email used for voting, and qualified per Article 5 Section 5 (A) (B) (E), shall add to the quorum count of the meeting.
- (D) An Executive Officer and one member must count the ballot vote and the ballots shall be kept secret to only the persons counting, and destroyed after the vote tally.
- (E) All postal mail and electronic means of motioning for a vote and voting must be received by an Executive Officer twenty-four (24) hours prior to when the voice or ballot vote is scheduled to occur at a regular or special meeting. It is the sender's responsibility to ensure the motion and vote is received and presented at the meeting. The sender's right to challenge the receipt and delivery of motions and votes expires on the seventh day after the meeting.
- (F) When the motion is for a voice vote: the total vote count for the matter, received of postal or electronic means, shall be announced to the members before the voice vote.
- (G) When the motion is for a ballot vote: the Executive Officer and member who count the ballots shall have a paper copy of the member's ballot when present at the meeting; or ballot received of postal and electronic means. The total vote count to be allowed by ballot received of postal or electronic means shall be announced to the members before the ballot vote. All ballots shall be destroyed after counting.
- (H) All votes by postal and electronic means, except ballot votes, shall be kept as paper copies as part of the meeting minutes, and may be destroyed after seven days.
- (I) **ONLY MAJORITY OF MEMBERS REPRESENTED AT MEETING REQUIRED, UNLESS OTHERWISE SPECIFIED:** If a quorum is present, the affirmative vote of the majority of the members

represented at the meeting, entitled to vote and voting on any matter (other than the election of Directors and Officers) shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Public Benefit Corporation Law.

- a. For motions made by a member present at the meeting, the motions are eligible for vote only by members present at the meeting.
- b. Motions made prior to the meeting, and distributed to the members by other means described in Article 5 Section E by the member making the motion, shall be eligible for vote during the meeting as defined in Article 5, Section 5.

SECTION 6. ACTION BY WRITTEN CONSENT WITHOUT A MEETING:

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballots must be returned to be counted.

SECTION 7. VOTING

- (A) Each regular member shall be entitled to cast one vote on all matters submitted to a vote of the members.
- (B) Each family membership shall be entitled to cast two votes on all matters submitted to a vote of the members. For purposes of exercising voting power, including determination of quorum or majority, for balloting, calling or special meeting, right of inspection, requesting reports, demand for vote by ballot, nomination of candidates, holding of office, and action by written consent, the person in the family membership qualified to be a regular member and the spouse shall each be counted as a separate member, and each may separately cast one of the two votes of the family membership; the dependent members of the family membership shall have no voting rights.
- (C) Junior members shall have no voting rights.

ARTICLE 6 **SELECTION OF DIRECTORS AND OFFICERS**

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

Members may nominate candidates for Directorships and Officer-offices at the biannual meetings of members, regardless of the number of regular members present.

SECTION 2. VOTE REQUIRED TO ELECT DIRECTOR AND OFFICER

Candidates receiving the highest number of votes of the members present at the June biannual meeting of members shall be elected as Directors. Candidates receiving the highest number of votes of the members present at the December biannual meeting shall be elected as Officers.

ARTICLE 7 **DIRECTORS**

SECTION 1. POWERS

- (A) **GENERAL CORPORATE POWERS:** Subject to the provisions of the California Non-Profit Public Benefit Corporation Law and any limitations in the articles of incorporation or these bylaws relating to action required to be approved by the members, the Board of Directors will formulate the policies of the Corporation and will direct activities through the President, provided that all the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (B) **SPECIFIC POWERS:** Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:
- 1) Select and remove agents and employees of the Corporation and prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws.
 - 2) Change the principal Executive office or the principal business office in the state of California from one location to another; conduct business within or outside the state of California; and designate any place within the county of San Diego for the holding of members' meetings, including annual meetings.
 - 3) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of Directors shall not exceed ten (10), including the Executive Secretary. Directors need not be residents of the state of California, but shall be members of the Corporation.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors shall be elected at such annual meeting of the members, to hold office until the end of the term for which elected and thereafter until successors have been elected. However, if any biannual meeting is not held or the Directors are not elected at any biannual December meeting, they may be elected at any special members' meeting held for that purpose. Each elected Director, including a Director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected. The term of office for all Directors shall be one year and shall expire in December of each year at the member's biannual meeting. There shall be no limit on the number of terms of office to which a Director may be elected.

SECTION 4. VACANCIES

- (A) **EVENTS CAUSING VACANCY:** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
- 1) The death, resignation, or removal of any Director.
 - 2) The declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by and order of court or convicted of a felony or has been found by final

order or judgment of any court to have breached a duty under Section 5130 and following of the California Nonprofit Public Benefit Corporation Law.

- 3) The vote of the members to remove a Director.
- 4) The increase of the authorized number of Directors.
- 5) The failure of the members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.

(B) **RESIGNATIONS:** Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the membership may elect a successor, to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(C) **NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS:** No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

SECTION 5. ANNUAL MEETING

Immediately following each biannual meeting of members, the Board of Directors shall hold a Director's meeting for the purpose of organization and the transaction of other business deemed necessary due any changes in officers. Notice of this meeting shall be required.

SECTION 6. OTHER REGULAR MEETINGS

Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice. Meetings may occur simultaneously with Officer's regular meetings.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Secretary, or any two Directors.

SECTION 8. WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and notices or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) 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. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 9. ACTION WITHOUT MEETING

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

SECTION 10. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees shall serve without compensation, but may receive such reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE 8 **OFFICERS**

SECTION 1. OFFICERS

- (A) Directors may simultaneously serve as corporation officers. Officers shall serve without compensation, but may receive such reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable.
- (B) **Executive Officers:** The executive officers of the Corporation, as a minimum number and type, shall be a President, a Vice-President, a secretary with the title: "Executive Secretary", and a chief financial officer with the title "Treasurer".
- (C) **Coordinating Officers:** Additional offices and officers may be designated by vote of the Board of Directors to carry out the purposes and objectives of the organization, but not to exceed a total of ten (10) total officers including the Executive Officers.
- (D) One person may fill one or more of the officer positions except that the person or persons who hold(s) the offices of Secretary and Treasurer cannot also be the President or chairperson of the board.

SECTION 2. ELECTION OF OFFICERS

The officers of the Corporation shall be elected by the regular membership as in Article 6. Each elected Officer, including an officer elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected. The term of office for all officers shall be one year and shall expire in June of each year at the member's biannual meeting. There shall be no limit on the number of terms of office to which an officer may be elected.

SECTION 5. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the majority vote of the membership or by the majority vote of the Directors, at any regular or special meeting of the membership or Directors.

SECTION 6. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. However, no Executive Officer may resign when the Corporation would then be left without a duly elected Executive Officer, Director or Directors in charge of its affairs. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

SECTION 7. VACANCIES IN OFFICES

- (A) A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

SECTION 8. RESPONSIBILITIES OF OFFICERS

- (A) **PRESIDENT:** The President shall be at least 21 years old and shall preside at meetings of the members and of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the bylaws. The President shall,

subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the Corporation. The President shall have the authority to execute all contracts binding the Corporation, unless otherwise provided for in the by-laws.

(B) **VICE-PRESIDENT:** The Vice-President shall be at least 21 years old and, in the absence or disability of the President, the 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 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 of Directors or the President.

(C) **SECRETARY:** The Secretary shall have the title "Executive Secretary". The Secretary shall carry out the business of the association in accordance with the policies established by the Board of Directors and under the general guidance of the President. It shall be the duty of the Secretary to supervise the activities of the association and to submit an annual report of its activities to the Board of Directors. Other duties include attending to the following:

1) **BOOK OF MINUTES.** The Secretary shall keep or cause to be kept, at the principal Executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors, and members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

MEMBERSHIP RECORDS. The Executive Secretary shall keep, or cause to be kept, at the principal Executive office, as determined by resolution of the Board of Directors, record of the corporate member, showing the names of all members, their addresses, and the class of membership held by each.

3) **NOTICES, SEAL, AND OTHER DUTIES.** The Executive Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

(D) **CHIEF FINANCIAL OFFICER:** The Chief Financial Officer shall be at least 21 years old and shall have the title of "Treasurer" and shall attend to the following:

1) **BOOKS OF ACCOUNT:** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

2) **DEPOSIT AND DISBURSEMENT OF MONEY AND VALUABLES:** The treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all of their transactions as chief financial officer, and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws. The treasurer shall make no disbursements of

the association's funds, other than routine commercial resale purchases and payrolls, without authorization from the President. All checks drawn by the Corporation shall require two signatures consisting of either the President or Vice-President and the treasurer. There shall be no cash disbursements, except those made by the treasurer from petty cash funds which are authorized for this use. These petty cash funds shall be established not to exceed seventy-five dollars (\$75.00). Reimbursement to the petty cash fund shall be made by check and must be supported by valid receipts to cover all expenditures made from the fund.

- (E) **COORDINATING OFFICERS:** The Coordinating Officers shall coordinate and operate all functions, activities, and events of the association as assigned to their office; and shall keep the either the President or Vice President apprised as to the status and progress of each.
- a. Coordinating Officers are counted for the meeting quorum and hold a voting right in all matters presented in the Officer's meetings for acceptance by the Corporation.
 - b. The Corporation may assign and remove Coordinating Officer offices in order to meet the goals of the Corporation. Assignment or removal of an office shall be by vote of Officers.
 - c. Coordinating Officers may be elected by vote of the Board of Directors to participate as an Acting Officer role of the office in order to meet the goals of the Corporation when there is any vacancy in office. As Acting in the office, the Acting Officer may participate in Corporation matters, but shall not count in a quorum nor shall have a voting right as an officer. The Acting Officer shall not engage in policy representation or fiduciary matters on behalf of the Corporation.
 - d. The term of an Acting Coordinating Officer is up to one year and shall expire each June at the biannual member's meeting.
 - e. An Acting Officer may be elected to Coordinating Officer at either of the biannual member's meetings or special meeting called by the members in order to serve the term as an officer of the Corporation.

SECTION 9. COMMITTEES

The Board of Directors' chairman, the President, or the Vice-President shall appoint and dissolve such standing or special committees as may be necessary or appropriate.

ARTICLE 9 **RECORDS AND REPORTS**

SECTION 1. INSPECTION OF CORPORATE RECORDS

The annual report to members referred to in and to the extent permitted by the California Nonprofit Public Benefit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members of the Corporation as they consider appropriate. However, the Corporation shall provide to the Directors, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (A) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (B) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

- (C) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (D) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (E) Any information required by California Corporations Code, Section 6322.

ARTICLE 10
AMENDMENTS

SECTION 1. AMENDMENTS BY MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by a majority of the voting of such voting power.

SECTION 2. AMENDMENT BY DIRECTORS

Subject to the right of members under Section 1 of this Article, bylaws other than a bylaw fixing or changing the authorized number of Directors, may be adopted, amended, or repealed by the Board of Directors.

ARTICLE 11
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order", newly revised, shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and special rules of order the association may adopt.

Authenticated:

Executive Secretary	Date	Julie Jensen Print Name
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