

NOVATO HORSEMEN, INC.
BYLAWS

**Revised and Adopted
November 2006
Standing Rule Addition, March, 2013**

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ARTICLE I - NAME, LOCATION AND PURPOSE

The name of this Corporation shall be Novato Horsemen, Incorporated, a not for profit corporation. It is located in Novato, Marin County, California.

SECTION ONE - PURPOSE

The purpose of this corporation is to bring together people with a mutual interest in equestrian pursuits and related activities.

ARTICLE II – MEMBERSHIP

SECTION ONE - ELIGIBILITY

- A. Any person 18 years of age or older, who is in agreement with the purposes and objectives of this organization as set forth in ARTICLE I of this document is eligible for membership.

SECTION TWO – ELECTION TO MEMBERSHIP

- A. An application for membership, sponsored by a member in good standing, shall be submitted on the appropriate forms to any of the members of the Board of Directors.
- B. Such application accompanied by the necessary fees and dues shall be deemed provisionally accepted for a period of sixty days until voted upon by the membership at a regular meeting unless that applicant has previously been a member not in good standing. Said applicant must apply for membership and be approved for membership at a regularly scheduled membership meeting prior to gaining access to Novato Horsemen Inc.'s property, or any Novato Horsemen, Inc. sponsored event.
- C. The applicant and sponsor must be in attendance when the application is voted upon. This requirement may be waived by the membership when deemed appropriate.
- D. Five negative votes will reject an application for membership. If an application is rejected, any prepaid dues and initiation fees will be refunded.
- E. A rejected candidate may not re-apply for one (1) year from the date of rejection.
- F. If an application is not voted upon within 60 days of submission, any prepaid dues and initiation fees will be forfeit.
- G. A past member of good standing may re-join the organization within two years of their last active membership by filing the appropriate forms with the Board of Directors and paying necessary fees and dues.
- H. Voting privileges commence the month following election to membership.

SECTION THREE – TYPES OF MEMBERSHIP

- A. **ACTIVE MEMBER**
 - 1. Any person who has been duly elected to membership and has paid current dues is an active member.
 - 2. An active member has one vote at all meetings of the general assembly.
 - 3. The Board of Directors may establish different levels of active membership.
- B. **LIFE MEMBER**
 - 1. Any person who, as a senior, has paid dues for 30 years or has paid dues for 20 years and is age 60 or older automatically achieves "life member" status.
 - 2. Life members retain all rights and privileges of active membership without further obligation.
- C. **SUSTAINING MEMBER**
 - 1. Any person who in the past has contributed \$750.00 (\$1,125.00 for a couple) at the request of the Board of Directors and membership shall be considered a sustaining member.
 - 2. Sustaining members retain all the rights and privileges of active membership but are exempt from paying dues.

3. Sustaining membership may be opened to the general membership by the Board of Directors with the membership's approval for a specific period of time and for a specific purpose.
 4. The one-time fee for sustaining membership shall be set by the Board of Directors and shall not be less than a rate equal to 15 years general dues for an individual or couple, respectively.
- D. HONORARY MEMBER
1. Any person who has performed outstanding service or made significant contribution to Novato Horsemen, Inc. may be awarded honorary membership.
 2. A 2/3 vote of the membership at a regular meeting is required to confer honorary membership.
 3. An honorary membership shall extend for one (1) year and may be renewed by the Board of Directors.
 4. Honorary Members shall have none of the obligations of membership but shall be entitled to all the privileges except those of making motions, of voting and holding office.
- E. JUNIOR MEMBER
1. Any person 17 years of age or younger who has an expressed interest in horses consistent with the purpose of Novato Horsemen, Inc. and who is current in payment of dues is a Junior Member retaining all applicable rights and privileges.
 2. A Junior Member is eligible to apply to become an active member of the Senior Association as of the January 1st following their 18th birthday.
 3. A Junior Member having their 18th birthday between January 1st and March 31st has the option of joining the Senior Association without waiting until the following January. To do so, the Junior Member must be 18, and must attend a general meeting no later than the April meeting and declare their desire to become an active member of the Senior Association.
 4. The application process is the same as defined in SECTION TWO above, except that the initiation and membership fees are waived for the first year.

SECTION FOUR - TERMINATION OF MEMBERSHIP

- A. Membership shall terminate on occurrence of any of the following events:
1. Resignation of member.
 2. Failure of member to pay dues.
 3. Expulsion of member under ARTICLE II, SECTION FIVE of these by-laws.
 4. Suspension of a member under ARTICLE II, SECTION FIVE of these bylaws.

SECTION FIVE - SUSPENSION AND EXPULSION

- A. A member may be suspended or expelled for good cause, which includes but is not limited to serious failure to observe appropriate conduct and/or conduct calculated to impair the good name, reputation or purpose of Novato Horsemen, Inc. as deemed by the Board of Directors and/or the membership.
- B. The procedure for expulsion is as follows:
1. Action shall proceed based on written charges brought forth by any member to the Board of Directors.
 2. The accused will be informed by letter, postmarked at least 14 days prior, as to the date of the hearing scheduled by the Board of Directors. The hearing shall proceed with or without the presence of the accused but may be postponed at the discretion of the Board of Directors.
 3. At the conclusion of the hearing, the Board of Directors may dismiss the charges or submit the same to the membership at a regularly scheduled meeting.
 4. A two-third (2/3) ballot vote is required to expel a member.
 5. Once expelled, a person may not re-submit an application for membership to Novato Horsemen Inc., enter Novato Horsemen, Inc. property or attend any Novato

Horsemen, Inc. sponsored events. There will be no further opportunity for membership for an expelled member.

- C. The procedure for suspension is the same as that for expulsion except that:
 - 1. At the conclusion of the hearing the Board of Directors may dismiss the charges or by a two-thirds (2/3) majority vote to suspend the member for a period of time to be determined by the Board of Directors during which time the suspended member may not enter Novato Horsemen, Inc. property or attend any Novato Horsemen, Inc. events. Should that member's suspension extend into a future calendar year or years the suspended member shall not be allowed to rejoin until the suspension has ended.
 - 2. A suspended member will be considered a non-member.
 - 3. Suspension may be appealed to the membership at the general meeting immediately following the Board of Directors' vote to suspend.
 - 4. A two-thirds (2/3) ballot vote by the membership will overrule the Board of Directors' vote to suspend.

ARTICLE III - ORGANIZATION

SECTION ONE - BOARD OF DIRECTORS

- A. The Board of Directors shall consist of five (5) officers (president, vice-president, treasurer, recording secretary and corresponding secretary), five (5) directors, all of whom shall be elected in accordance with ARTICLE VI of these by-laws, and the immediate past president. If the past president chooses not to serve, a 6th director shall be elected.
- B. Midterm vacancies of any office or directorial position except president will be filled by majority vote of the Board of Directors.
- C. Removal from office
 - 1. An officer or director may be removed from office for non-performance of duties.
 - a. Two (2) unexcused absences from regularly scheduled Board of Directors meetings constitute non-performance.
 - b. Four (4) absences, excused or not, will result in automatic removal from the Board.
 - 2. An officer or director may be removed from the Board in accordance with ARTICLE II, SECTION FIVE of these by-laws.
 - 3. An Officer or director may be removed from the Board by a 2/3 majority vote of the members present at a regular meeting.
- D. Term limits
 - 1. A person may serve on the Board no more than four (4) years in succession, except that a fifth year may be served as past president.
 - 2. A person may serve as president no more than two (2) years in succession.
 - 3. A person having served on the Board for four (4) years in succession must wait 2 years before serving again.
- E. Eligibility
 - 1. A person must be a member of good standing for one (1) year prior to being elected to any position on the Board except president.
 - 2. Candidates for president must be members for two (2) years prior to election.
- F. Duties
 - 1. To conduct, manage and control the affairs and business of the organization in a manner consistent with these by-laws.
 - 2. Maintain a prudent financial management program.
 - 3. Establish policies for their term with membership approval.
 - 4. Seek to promote the organization within the community at large.

SECTION TWO - OFFICERS AND DUTIES

A. President

The president is the head of the Board of Directors and Chief Operating Officer of Novato Horsemen, Inc. and as such shall:

1. Preside at all regular and special meetings of the membership and all Board meetings.
2. Appoint chairpersons for all standing and special committees with authority to dismiss said chairpersons at any time.
3. Serve as an ex officio member of all committees, except Nominating.
4. Appoint a Sergeant-At-Arms when deemed prudent.

B. Vice President

1. Assist the President.
2. Perform the duties of President in his/her absence.
3. Assume the office of President should a mid-term vacancy occur.
4. Be chairperson of Membership Committee and as such shall:
 - a. Maintain the roster
 - b. Invoice membership dues
 - c. Review applications for membership prior to being voted upon.

C. Treasurer

1. Collect all corporate moneys under the direction of the Board of Directors.
2. Maintain banking and investment accounts as necessary in the corporate name.
3. Make a financial report at each regular membership meeting and upon request at Board meetings.
4. Make all financial records available as required in these bylaws or by the President.
5. Be responsible for the corporate post office box and key.

D. Recording Secretary

1. Keep attendance records and minutes of all general membership and Board of Directors meetings.
2. Have custody of all records and documents except those pertaining to the duties of the Treasurer, and maintain a file of said records and documents in the corporate office.
3. Maintain a copy of these by-laws.
4. Have a typed or legible set of approved minutes of Board of Directors and general membership meetings on file in the corporate office.
5. Submit copies of minutes for publication in the newsletter.

E. Corresponding Secretary

1. Notify all members of regular and special meetings of the membership in writing.
2. Conduct correspondence at the direction of the President and/or the Board of Directors.
3. Prepare the monthly newsletter.
4. Submit all correspondence, including the newsletter, to the President for approval prior to release.

SECTION THREE - DIRECTORS

A. The Directors of Novato Horsemen, Inc. shall:

1. Attend Board Meetings.
2. Volunteer time and effort for special events.
3. Support Novato Horsemen, Inc. activities.
4. Provide creative ideas for continued growth of Novato Horsemen, Inc.
5. At least one member of the Board of Directors shall attend one meeting each month of the Junior Association.

SECTION FOUR – SPECIAL OFFICERS

- A. Junior Advisor
 - 1. Duties:
 - a. Serve as a liaison between the Senior and Junior organization.
 - b. Oversee the meetings, activities and events of the Junior organization.
 - c. Term of office is January 1st through December 31st.
 - 2. Selection:
 - a. During the fall of each year, the Junior Board shall solicit candidates for the position of Junior Advisor for the following year.
 - b. At the regular Junior Board meeting in November, the Junior Board, together with the newly elected Junior Board for the following year, shall meet with the Senior Board in closed session to discuss the candidates, and make recommendations.
 - c. The Senior Board, after considering input from the Juniors, shall appoint the Junior Advisor by majority vote no later than November 30th.
 - d. Mid term vacancies shall be filled by a majority vote of the Senior Board.
 - 3. Qualifications - The Junior Advisor must be a member in good standing of the Senior Association during their entire term in office.
 - 4. Removal – The Junior Advisor may be removed from office by a 2/3 vote of the Senior Board.

ARTICLE IV - ADMINISTRATION

SECTION ONE - GENERAL MEETINGS

- A. Regular meetings of the membership shall be held on the first Tuesday of each month at 8:00 pm unless duly noticed in the prior newsletter.
- B. The active members present at regular meetings shall constitute a quorum for the conduct of business.
- C. Minutes of the regular membership meeting shall be published in the newsletter following the meeting.

SECTION TWO - BOARD MEETINGS

- A. The Board of Directors shall meet on the second to the last Tuesday of each month at 7:30 pm unless a majority of the Board agrees otherwise.
- B. Six (6) Board members shall constitute a quorum for the transaction of any business that comes before it.
- C. Special Board meetings may be requested by any Board member or three (3) active members of Novato Horsemen, Inc.
- D. Board meetings are open to the general membership, but may be closed by the Board of Directors or President when deemed appropriate.
- E. Minutes of Board meetings shall be published in the newsletter following the meeting. The minutes of closed sessions may or may not be published at the discretion of the Board.

SECTION THREE - COMMITTEES

- A. Standing committees
 - 1. The following standing committees are mandated by these by-laws: Membership, Grounds and Maintenance, Audit, Nominating, Parade, Gymkhana, and Cattle.
 - 2. The chairpersons of these committees shall be appointed by the president except for Membership.
 - 3. A person's term of service on a standing committee during any year shall expire on Dec. 31 of that year.
- B. Special Committees

1. Special committees shall be established by the president, with the guidance of the Board of Directors, to plan, coordinate and conduct Novato Horsemen, Inc. business, events and activities.

SECTION FOUR - VOTING

- A. Active members present at meetings of the membership are entitled to one (1) vote each on all matters requiring such.
- B. Voting by proxy is not permitted.
- C. At meetings of the membership, voting on all matters may be by voice or ballot except in those cases where a ballot vote is required by these bylaws.
- D. All matters coming before the membership requiring a vote will be decided by a 2/3 majority of the members voting, unless otherwise required by these bylaws.
- E. At Board of Directors meetings, assuming a quorum is present, a simple majority of those voting will decide the matter at hand, unless a greater majority is required.

SECTION FIVE - PARLIAMENTARY AUTHORITY

- A. The business and meetings of Novato Horsemen, Inc. shall be governed by these bylaws.
- B. Should the bylaws be silent on any issue, Robert's Rule of Order Newly Revised shall govern.
- C. The President may appoint a Parliamentarian.

ARTICLE V - DUES AND FEES

SECTION ONE - INITIATION FEE

- A. The initiation fee for new members shall be established by the membership.
- B. The initiation fee shall not exceed one (1) year dues.
- C. The initiation fee may be suspended by the Board of Directors.

SECTION TWO - DUES

- A. Each member, unless otherwise exempted, must pay annual dues as established by the membership within the time and upon the conditions set forth in "Standing Rules", to maintain Active Member status.
- B. Annual dues and fees shall be reviewed by the Board of Directors at the July board meeting. Any proposed change shall be presented to the membership at the August meeting for discussion.
- C. Voting on any proposed change will take place at the October meeting. Any change in dues or fees passed by the membership shall take effect January 1 of the following year.

SECTION THREE - ASSESSMENTS

- A. Members may be assessed as stipulated in "Standing Rules".

ARTICLE VI - ELECTIONS

SECTION ONE - NOMINATING COMMITTEE

- A. A Nominating Committee consisting of at least three Active Members shall be appointed by the President at the regular membership meeting in September and shall be in charge of running the election at the November general membership meeting.

SECTION TWO - CANDIDATE SELECTION

- A. The Nominating Committee shall submit a list of candidates for Board of Directors at the regular membership meeting in October, at which time nominations from the floor will open and remain so until closed just prior to balloting in November. All candidates shall

have fulfilled eligibility requirements prior to nomination (ARTICLE III, SECTION ONE, E).

SECTION THREE – ELECTION TO OFFICE

- A. The election of officers and directors shall take place at the regular membership meeting in November.
- B. Candidates not present at the time of election must express their willingness to accept office in writing.
- C. Elections shall be conducted by the Nominating Committee and voting shall be by secret ballot.
- D. Elections shall be decided by a simple majority vote.

SECTION FOUR - INSTALLATION AND TERM OF OFFICE

- A. Newly elected officers and directors shall be installed at the December membership meeting.
- B. A joint meeting of both the current and newly elected officers and directors shall be held in December.
- C. Term of office is to run from January 1st through the following December 31st.

ARTICLE VII - BYLAWS

SECTION ONE - AMENDMENT PROCEDURES

- A. These bylaws may be amended or revised by a three-quarters (3/4) vote of the membership at a regular meeting. An announcement will be published in the monthly newsletter that there have been proposed changes to the Bylaws. A separate announcement, delineating the proposed changes, shall be sent to the membership no less than 10 days prior to the next regular membership meeting where discussion and voting shall take place. Amendments will take effect upon adoption and will be added to these by-laws.

SECTION TWO - DISTRIBUTION

- A. A copy of these Bylaws and amendments thereto will be provided to any member upon request and to all new members upon election to membership.

ARTICLE VIII - CORPORATE ACTIVITIES

SECTION ONE - ACTIVITIES

- A. **Recurring Activities:**
Recurring corporate activities are limited to the purpose of the organization as described in ARTICLE I. These activities are limited to regular and ongoing operating affairs of the organization like holding fundraisers, horse and cattle events, parades, community involvement, social events and those activities necessary to sustain itself.
- B. **Non-Recurring Activities:**
Non-recurring activities such as significant capital improvements, encumbrances, organizational restructuring, dissolution and changes in tax-exempt status shall be approved by two-thirds of the Board of Directors and two-thirds of the membership present at a general meeting, unless otherwise stated in these bylaws. Members shall receive notice of at least 10 days prior to the general meeting.
- C. **Prohibited Activities:**
The organization shall not be involved directly or indirectly in activities that would jeopardize its tax-exempt status, nor support political initiatives and political campaigns that do not directly involve the equine world, horse trail preservation, etc. These activities are prohibited.

- D. Dissolution:
In the event that Novato Horsemen, Inc. should dissolve or terminate for any reason, a committee shall be formed consisting of the immediate President and four (4) Active Members elected by the general membership. The purpose of this committee will be to disburse all assets to charitable organizations such as, but not limited to, FFA and 4-H or scholarships directly pertaining to the objectives of Novato Horsemen, Inc.

STANDING RULES OF NOVATO HORSEMEN

I. FISCAL POLICY

- A. Dues
 1. Dues will be invoiced by November 30.
 2. Dues are payable January 1.
 3. Dues unpaid after the February meeting constitute suspension of membership and will be subject to a late fee of \$10.00.
 4. Dues unpaid after the March meeting constitute resignation of membership.
- B. Funds
 1. Board of Directors shall establish bank relationships with an insured financial institution in Novato.
 2. Withdrawals or disbursements of funds shall be made upon any two of three signatures: President, Vice-President, or Treasurer.
 3. Excess funds may be conservatively invested in Certificate of Deposits or money market accounts as approved by the Board of Directors. Investments should not place principal at risk.
- C. Assessments
 1. A member may be assessed for damage that member caused to corporate property.
 2. Special Assessments may be required due to extraordinary financial burdens.
 - a. Any special assessment requires approval of both the Board of Directors and membership.
 - b. Any special assessments will be charged to sustaining and active members only.
- D. Financial Obligations
 1. No financial obligation shall be incurred, nor any expenditure made in excess of 500.00 by the President without the approval of the Board of Directors or the 2/3-majority vote of the membership at a regular membership meeting.
 2. No financial obligation shall be incurred, nor any expenditure made in excess of \$1500.00 without the approval of the Board of Directors and the 2/3-majority vote of the membership at a regular membership meeting.
- E. Insurance
 1. Adequate fire and liability insurance shall be purchased annually to cover all corporate property and activities.
 2. Insurance for non-corporate activities is the responsibility of the persons or organizations other than this corporation, and proof of insurance shall be a condition of use.
 3. The Board of Directors shall approve annual insurance contracts.
- F. Reserve Account
 1. The Board of Directors shall establish a reserve account.
 2. Ten percent (10%) of all regular membership dues and rental fees shall be deposited in the account for capital improvements or replacements.
 3. This account shall be interest bearing.
- G. Financial Review
 1. An informal financial review of prior year activities and funds shall be undertaken at the request of the incoming President.
 2. The results of this review shall be communicated to the Board of Directors no later than the February Board meeting.
 3. The reviewer shall be a qualified person or committee appointed by the President.
- H. Budget
 1. At the joint Board of Directors meeting, the Board of Directors shall review and approve the operating and capital improvement budgets for the following year.

2. Tax Compliance: To the extent required, all appropriate tax returns required shall be filed with the respective tax authorities.
- I. Membership Votes Requiring Two Readings
 1. The purpose of this rule is to provide an opportunity for members to consider an issue for a period of days before that issue is brought to a vote.
 2. This standing rule shall apply to the general membership. All issues shall be presented two times before being brought to a vote.
 3. Issues that are to be voted on by the membership at a general meeting may be proposed either at a General meeting, or at a Board meeting. In either case, the proposal must then be shown in the newsletter as an action item scheduled for the next general meeting. At that meeting, it shall be open for discussion and then acted upon. Changes are allowed prior to the vote, as long as the primary subject of the issue remains.
 4. The President or presiding officer can waive the requirement for two readings when time is critical AND the issue does not call for careful consideration by those voting.

II. OTHER POLICY

- A. Facility Use
 1. Use of corporate facilities, property etc. by organizations or individuals other than Novato Horsemen, Inc. is subject to approval by the Board of Directors or the membership at a regular meeting.
 2. No member may use Novato Horsemen, Inc. facilities, equipment, etc. for personal profit without Board of Directors and membership approval.
 3. The Novato Horsemen, Inc. is a private organization and reserves the right of association. The Board of Directors or the membership reserves Novato Horsemen, Inc.'s right to refuse service or membership to anyone, refuse admittance to Novato Horsemen, Inc. property or to Novato Horsemen, Inc. sponsored activities by majority vote.
- B. Personal Gain
 - a. The Board of Directors shall not enact any policies that grant themselves special privileges or benefits not available to the general membership without membership approval (no freebies).

STANDING RULES DEFINED BY ROBERT'S RULES OF ORDER

STANDING RULES:

1. Relate to details of administration not parliamentary procedure.
2. Are adopted as need arises.
3. May be adopted at any business meeting without previous notice by majority vote.
4. Continue in force until rescinded or amended.
5. May be suspended for one session (meeting) but not longer.
6. May be amended by 2/3 vote without notice.
7. Having application outside of a meeting context may not be suspended but may be amended.

Appendix to Standing Rules