

**THIRD AMENDED BYLAWS OF THE
LAKE COUNTY HORSE COUNCIL
A California Nonprofit Corporation
Adopted January 22, 2016**

ARTICLE I. NAME, OFFICE, PURPOSE & NON-PROFIT STATUS

Section 1. Corporate Name. The name of the corporation is the LAKE COUNTY HORSE COUNCIL, also referred to hereafter as ‘LCHC” or “Council.” [For the purpose of these Bylaws, the term “horse” includes all equines.]

Section 2. Principal Office. The principal office for the transaction of the activities and affairs of this corporation is located in Lake County, California, at such location as the Board of Directors (hereafter, “the Board”) may from time to time fix by resolution.

Section 3. Purpose. The purpose of this corporation is to promote and preserve the horse as agriculture, industry and recreation in Lake County. In the context of these general purposes, the corporation shall communicate to its members about horse related issues; inform the public about horse industry goals, projects and events; promote educational programs for the horse industry; support private and public facilities and activities; serve as liaison between the horse community and governmental agencies and promote all aspects of the equine industry.

Section 4. Non-profit status. The LCHC is incorporated as a non-profit, public benefit, membership organization under California Corporations Code sections 5000-9927 and is tax exempt under IRC § 501(c)(3).

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

ARTICLE II. MEMBERSHIP

Section 1. Membership. This corporation shall have two classes of members – regular and associate. Any person dedicated to the purposes of the corporation shall be eligible for regular membership upon timely payment of such dues and fees as determined by the Board. Regular membership will be listed in the person/s name/s and may not be listed under trade names, fictitious names, business names or otherwise. Any club, organization or vendor shall be eligible for associate membership upon timely payment of dues and fees as determined by the Board. Each membership year shall commence on January 1 and end on December 31. Dues for each category shall be established annually for the following year.

The designation of regular membership categories and qualification for categories shall be as follows:

- (a) **Individual Membership (“Basic”).** This category shall be open to any individual eighteen years of age or older. Each individual member is entitled to one vote.

- (b) **Youth Membership.** This category shall be open to persons who have not yet reached the age of eighteen years by January 1 in the year membership is established. Youth members are non-voting.
- (c) **Family Membership.** Family is defined as one adult, a resident partner and any children under the age of eighteen residing in the household. Family memberships are entitled to up to two votes whose names must be recorded on the membership form annually. Voting members must be eighteen years or older.
- (d) **Charter Membership.** Charter membership is open to any individual who pays a one-time charter premium during the time period delineated by the Board, and thereafter renews membership at regular rates. A charter member has one vote.
- (e) **Lifetime Membership.** Lifetime membership is open to any individual who pays the one-time special fee as determined by the Board. A Lifetime member has one vote.
- (f) **Other Membership.** Other categories of membership may be established in accordance with guidelines and dues established periodically by the Board.

In addition to the above regular memberships:

Associate Membership. This category is open to clubs, organizations or vendors including businesses and professional services. Associate members may be identified by trade names, fictitious names, business names or otherwise. Associate members are non-voting.

Section 2. Membership Rights. Each regular member in good standing who is 18 years or older shall have the right to vote on the election of directors or other matters at all general membership meetings. Each regular member shall have inspection rights, for a purpose reasonably related to such person's interest as a member, as per the California Corporations Code.

Section 3. Dues. Each regular and associate member must pay, within the time and on the conditions set by the Board, the dues in amounts to be fixed from time to time by the Board. The dues shall be equal for all members of each class or category within a class, but the Board may, at its discretion, set different dues for each class or category.

Section 4. Good Standing. Members who have paid the required dues in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 5. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (3) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications as per the California Corporations Code and these bylaws.
- (4) Misuse of corporate assets, including but not limited to membership contact information, as determined by the Board.

Section 6. Suspension of Membership. A member may be suspended for a period of time determined by the Board based on the good faith determination by the Board that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 7. Annual Meeting. An annual meeting of members shall be held in the month of October, unless the Board fixes another date or time and so notifies members, at such place as is designated by the Board.

Section 8. General Membership Meetings. General meetings of the members, in addition to the annual meeting, shall be held not less than one (1) to three (3) times per year at such dates, times

and places as are designated by the Board. All meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with these bylaws.

Section 9. Special Meetings of the Membership. The president or ten (10) percent or more of the members, may call a special meeting of the members for any lawful purpose at any time. The request must be given in writing to the president, vice president, or secretary by any person entitled to call a special meeting of members. The officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the board, such time to be not less than ten (10) nor more than thirty-five (35) days after the receipt of the request. The notice of a special meeting shall state the place, day, and hour of the meeting and shall specify the general nature of the business to be transacted. If notice is not given within 20 days after receipt of the request, a membership list must be made available to the requesting party to allow them to call the meeting.

Section 10. Notice Requirements. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than thirty-five (35) days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by firstclass mail, or by other means of written communication, and shall be addressed to each member entitled to vote, at the mail or email address of that member as it appears on the books of the corporation or at the mail or email address given by the member to the corporation for purposes of notice.

Section 11. Quorum. Thirty percent (30%) of the eligible voting members shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general membership or annual meeting, whether in person or by proxy, is less than thirty percent (30%) of the voting power, the members may vote on matters as to which notice of their general nature was given under these bylaws.

Section 12. Eligibility to Vote. Each member eligible to vote may cast one vote on each matter submitted to a vote of the members. Members may not cumulate votes for the election of directors. The record date for determining a member's eligibility to vote is seven (7) days prior to the date of the membership meeting or vote in question.

Section 13. Manner of Voting. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

Section 14. Majority Approval. In accordance with Section 11, the affirmative vote of a majority of the voting power represented at the meeting, shall be deemed the act of the members.

Section 15. Proxies. Each member eligible to vote shall have the right to do so either in person or by an agent authorized by a written proxy, signed by the member and filed with the secretary of the corporation at least seven (7) days before the vote in question. The proxy must identify the meeting date and the general nature of the topic(s) to be voted on at that meeting. Hence, a proxy is valid for one meeting only. The proxy may be transmitted to the secretary in person, by mail, by facsimile, or by a scanned original transmitted to the secretary by email.

Section 16. Nonliability of Members. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 17. Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned by the vote of the majority of the members present.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers of Board. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 2. Specific Powers of Board. Without prejudice to the general powers set forth in Article III, Section 1 of these bylaws, but subject to the same limitations, the Board shall have the power to do the following:

- (1) Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; and require from them security for faithful service.
- (2) Change the principal office from one location to another; and designate a place in Lake County for holding any meeting of members.
- (3) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.
- (4) To exercise all other powers conferred by the California Nonprofit Public Benefit Corporation Law, or other applicable laws.

Section 3. Number and Qualifications of Directors. The Board of Directors shall consist of at least five (5) but no more than fifteen (15) directors, each of whom shall serve without compensation. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

Section 4. Nominations by Committee. The president shall appoint a committee to nominate qualified candidates for election to the Board at least thirty (30) days before the date of any election of directors. The Nominating Committee shall consist of three (3) members, one (1) of who shall be a member of the Board whose term is not expiring and two (2) of whom shall be members who will not be candidates for membership on the Board. The Nominating Committee shall make its report at least fifteen (15) days before the date of the election, or at such other time as the Board may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 5. Floor Nominations. When a meeting is held for the election of directors, any member present at the meeting in person may place names in nomination, provided that each nominee is personally present at the meeting and accepts the invitation.

Section 6. Election of Directors. Directors shall be elected at each annual meeting of members for a two-year term of office. The terms of one-half the initial directors shall be for one year so that terms are staggered. The terms of the initial directors shall be determined by lot. Each director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected.

Section 7. Vacancies on Board. A vacancy or vacancies on the Board shall occur in the event of (1) the death, removal, or resignation of any director; (2) the vote of the members; (3) the increase of the authorized number of directors; or (4) 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 required to be elected at such meeting.

Section 8. Resignation of Directors. Except as provided below, any director may resign by giving written notice to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, a successor may be elected by the membership to take office as of the date when the resignation becomes effective.

Section 9. Failure to Attend Meetings. Any director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless:

- (a) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present;
- (b) The director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or
- (c) The Board by resolution of the majority of Board members agrees to reinstate the director who has missed three meetings.

Section 10. Vacancies Filled by Board. Only thru election by the membership may a vacancy on the Board be filled.

Section 11. Location of Board Meetings. Meetings of the Board shall be held at any place within Lake County that has been selected by the President or designated by resolution of the Board.

Section 12. Annual Meeting of Board. Immediately after each annual meeting of members, the Board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Section 13. Regular Board Meetings. Regular meetings of the Board may be held at such time and place as the Board may fix from time to time.

Section 14. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the president or any two directors.

Section 15. Notice Requirements. Notice of any regular meeting of the Board shall be in writing and shall be given to the entire Board at least 10 days before the meeting date. Notice of any special meeting of the Board shall be in writing, shall be given to the entire Board at least one (1) day before the meeting date, and shall include the topic(s) to be discussed. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class mail, or by other means of written communication.

Section 16. Waiver of Notice. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 17. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. A majority is defined as half the number of total Board Members, plus one.

Section 18. Conduct of Meetings. Meetings of the board of directors shall be presided over by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of both of these persons, by a Board member chairperson chosen by a majority of the directors present at the meeting. Meetings shall be governed by **Robert's Rules of Order**, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

Section 19. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 20. Board Committees. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of one or more directors and other persons not Board members, to serve at the pleasure of the Board. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions.

Section 21. Executive Committee. The Executive Committee shall consist of the officers of the Corporation and shall have and may exercise, in the intervals between meetings of the Board, all the powers of the Board which may lawfully be delegated in the management of the business of LCHC, as directed by the Board. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of this corporation shall be a president, a vice president, a secretary, and a treasurer. Unless expressly found by the Board to be in the best interests of the corporation, officers shall not be members of the same family.

Section 2. Election of Officers. The officers of this corporation shall be chosen annually by the Board from among its elected Directors, and shall serve at the pleasure of the Board.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board.

Section 4. Responsibilities of President. Subject to the control of the Board, the president shall be the general manager of the corporation and shall supervise, direct, and manage the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and at all Board meetings. The president shall have such other powers and duties as the Board or the bylaws may require.

Section 5. Responsibilities of Vice President. If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. In the event the office of president becomes vacant for any reason, the vice president shall perform the duties of the president until the next Board meeting when the Board shall elect a president to fill the vacancy. The vice president shall have such other powers and duties as the Board or the bylaws may require.

Section 6. Responsibilities of Secretary. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The secretary shall keep or cause to be kept a record of the corporation's members, showing each member's name, address, and class of membership. The secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given.

Section 7. Responsibilities of Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

Section 8. Contracts with Directors. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation unless the transaction is approved or ratified in good faith by the other directors, after disclosure to the directors of the material facts concerning the transaction and the director's interest in the transaction.

Section 9. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 10. Indemnification By Corporation Of Directors, Officers, Employees, And Other Agents. To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

Section 11. Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability, other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law), asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

Section 12. Execution of Instruments. Unless authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 13. Director's Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

ARTICLE V. FISCAL YEAR

This fiscal year of LCHC shall be from January 1 through December 31.

ARTICLE VI. AMENDMENT

Section 1. These bylaws may be amended or replaced by majority vote of the members at any meeting of members.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Lake County Horse Council, a California nonprofit public benefit corporation; that these Third Amended Bylaws are the complete bylaws of this corporation as adopted by the members on January 22, 2016 and that these bylaws have not been amended or modified since that date.

Executed on January 22, 2016, at Lakeport, California.

Jaxan Christensen, Secretary