

**Bylaws
Of
SOUTHERN CALIFORNIA PERUVIAN PASO HORSE CLUB
A California Public Benefit Corporation**

**Article 1
Offices**

Section 1. Principal Office:

The principal place of business and for all transactions of the corporation, is located in the City of Norco located in Riverside County, California.

**Article 2
Objectives**

Section 1. Objectives.

The primary objectives of this corporation shall be:

- (a) to enhance public awareness of the Peruvian Paso Horse, including the history, attributes, performance and versatility of the breed;
- (b) to sponsor activities, including (but not limited to) horse shows, trail rides and training clinics, within the Southern California area;
- (c) to foster and promote youth participation in all aspects of the Peruvian Paso Horse; breeding and versatility of the Peruvian Paso Horse;
- (d) to provide information and assistance to members regarding the training, showing, breeding and versatility of the Peruvian Paso Horse;
- (e) to support and assist the North American Peruvian Horse Association which represents the National population of the Peruvian Paso Horse;
- (f) to promote harmony and mutual support among Peruvian Paso Horse owners and aficionados.

**Article 3
Affiliation**

Section 1. Affiliation:

The corporation shall be affiliated with the North American Peruvian Horse Association.

**Article 4
Directors**

Section 1. Number:

The corporation shall have three (3) Directors and four (4) Officers and collectively they shall be known as the Board of Directors. The number may be changed by amendment of these Bylaw, as provided in these Bylaws.

Section 2. Powers:

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties:

It shall be the duty of the directors to:

- (a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) meet at such times and places as required by these Bylaws.

Section 4. Terms of Office:

Each director shall hold office from January 1 to December 31 as specified in these Bylaws.

Section 5. Compensation:

Directors and Officers shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Board members who act in the capacity as a show staff member, may receive compensation equal to that of staff members who are not Board members.

Section 6. Restriction regarding Interested Directors:

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this section, "interested persons" means either:

- (a) any person currently compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full or part time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law.

Section 7. Annual Meeting:

An annual meeting of directors shall be held in the fourth (4th) quarter of the year with the Annual Membership Election Meeting.

Section 8. Special Meetings:

Special meetings of the Board of Directors may be called by the President of the Board, the First Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within California, designated by the person or persons calling the meeting.

Section 9. Notice of Meetings:

Special meetings of the Board shall be held upon fifteen (15) days notice delivered personally, by telephone or by electronic mail. Notice of a Special Board Meeting shall state the place, date and time of the meeting. A meeting may be held with shorter notice given that a majority of the board waive the 15 day notice requirement.

Section 10. Quorum for Meetings:

A quorum shall consist of a majority of the Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation of Bylaws of this corporation.

Section 11. Conduct of Meetings:

Meetings of the Board of Directors shall be presided over by the President of the corporation, or in his/her absence, by the Vice President of the corporation. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by "Roberts' Rules of Order"; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with the provisions of law.

Section 12. Non-Liability of Directors:

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

**Article 5
Officers**

Section 1. Number of Officers:

The officers of the corporation shall be President, Vice President, Secretary and Treasurer and three directors at large. The outgoing President has the option of remaining on the board for one year and will be one of the three directors at large. The outgoing President must declare their

intent to remain as a director before the election. This option will create two directors at large for election purposes.

Section 2. Qualification, Election and Terms of Office:

Officers must be Owner-Breeder members in good standing of the Southern California Peruvian Paso Horse Club for one year (1) and reside in the State of California south of the fifti-fifth (55) parallel. Officers shall be elected for a one year term, January 1 through December 31st.

All officers shall be nominated and elected by a general membership vote by secret, mail in ballot, held in the fourth (4th) quarter of the year. A qualified person may nominate themselves for Officer by a written nomination presented to any member of the current Board of Directors. To be nominated for a Board position and/or to vote, a valid membership is required at least 90 days prior to the nomination mailing date.

Section 3. Subordinate Officers:

The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable and such officers shall serve such terms, have such authority and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. Removal and Resignation:

Officers may be removed by the Board for good cause. Removal of an officer by the Board must be approved by two-thirds (2/3) vote of the Membership at a Special Membership Meeting called as outlined in these Bylaws. (The exception shall be that any board member who misses three board meetings without good cause may, by a majority vote of the remaining board, be removed.) Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies:

If an officer is removed for cause, pursuant to the procedures in Section 4, a replacement may be elected by the Membership by secret, written ballot. In the event of disqualification, disability or resignation of any officer, the Board shall appoint a replacement to serve the remainder of the term of the officer to be replaced.

Section 6. Duties of the President

Subject to the supervision of the Board of Directors, the President shall be the Chief Executive Officer of the Club and shall be given general supervision, direction and control of the Club. The President shall preside at all meetings of the membership and of the Board of Directors, and shall be an ex-officio member of all standing committees. Except as otherwise expressly provided by law, the Articles of Incorporation, or by these Bylaws, he/she shall, in the name of the corporation, shall execute such deeds, bonds, contracts, checks or other instruments which may from time to time, be authorized by the Board of Directors.

Section 7. Duties of Vice President:

In the absence of disability of the President, the Vice President shall have all the powers and be subject to all the restrictions of the President. Vice President shall have such other duties as from time to time may be prescribed by the Board of Directors or the President.

Section 8. Duties of the Secretary:

The Secretary shall be the custodian of the records of the corporation, including a membership book containing the name, address and voting privilege of each and all members. In the case where any membership has been terminated he/she shall record such fact in the membership book together with the date on which such membership ceased. The Secretary shall keep accurate records of all proceedings of the Membership Meetings of the Club as well as all Meetings of the Board of Directors. These records shall be kept in a book of minutes. The Secretary shall keep with the records of this corporation, the original and/or copies of these Bylaws as amended or otherwise altered to date. The Secretary shall keep with the records of this corporation the original and/or Articles of Incorporation. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall exhibit at all reasonable times to any director of the corporation or to his/her agent or attorney, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the Directors of the corporation.

Section 9. Duties of the Treasurer:

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds”, the Treasurer shall have charge, custody of and be responsible for all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. The Treasurer shall receive and give receipt for monies due and payable to the corporation from any source whatsoever; disburse or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets liabilities, receipts, disbursements, gains and losses, presenting an annual report to the Board of Directors at the Annual Meeting. The Treasurer shall exhibit at all reasonable times to any director of the corporation or to his/her agent or attorney; on request therefore, the transactions and financial condition of the corporation.

Article 6

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments:

The Board of Directors may by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so

authorized, no officer, agent or employee shall have any power or authority to bind the 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 2. Checks:

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by two (2) members of the Board of Directors. One of these signatures must be the treasurer.

Section 3. Deposits:

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

Section 4. Gifts:

The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**Article 7
Committees**

Section 1. Committees:

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are not also members of the Board.

Section 2. Meetings and Action of the Committees:

Meeting and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee.

**Article 8.
Fiscal Year**

Section 1. Fiscal Year:

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

Article 9. Members

Section 1. Determination and Rights of Members:

The corporation shall have four classes of members which shall be listed on the membership application. Membership shall be held for one calendar year, January 1 to December 31, upon payment of applicable dues and submission of membership application. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of Members:

The qualifications for membership in this corporation are as follows;

- (a) Owner-Breeder members must be owners of one or more purebred Peruvian Paso Horses at the beginning of each membership year. Partnerships must be 50% ownerships and shall constitute only one vote in the corporation;
Owner/breeder family membership requires a shared household
- (b) Aficionado members who are interested in Peruvian Paso Horses but do not own a purebred Peruvian Paso Horse
Aficionado family membership requires a shared household.
- (c) Aficionado Junior Membership. For those Juniors not 18 years of age as of January 1 and who don't qualify under Owner/Breeder family membership.

Section 3. Dues:

The annual dues payable to the corporation by members shall be determined annually by the Board of Directors. Memberships shall be non-assessable.

Section 4. Membership Book:

The corporation shall keep a membership book (or electronic record) containing the name and address of each member. Termination of the membership of any member shall be recorded in the book together with the date of termination of such membership. Such book shall be kept with the Secretary of the corporation and shall be available for inspection by any director or member of the corporation. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or party, by any person for any purpose not reasonable related to a member's interest as a member.

Section 5. Non-Liability of Members:

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

Section 6. Non-Transferability of Memberships:

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

Section 7. Termination of Membership:

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

- (a) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail (including an electronic notification) such membership to terminate upon the date of delivery of the notice or date of deposit in the mail or date electronic message is sent;
- (b) Upon a failure to renew his or her membership by paying dues on or before March 1 of the current year.

Section 8. Rights on Termination of Membership:

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Section 9. Annual Meetings

The members shall meet annually in the fourth (4th) quarter of each year for the purpose of electing directors and transacting other business as may come before the meeting. The location of the meeting in Southern California shall be determined by the Board of Directors.

Section 10. Special Meetings of Members:

Special meetings of the members may be called by a majority of the Board of Directors. Special meetings may be called at any time by a verified petition signed by 30% of the membership. (*Verified indicates that all signatures are current members in good standing.)

Section 11. Notice of Meetings:

A written, mailed or electronically mailed notice of the meeting shall be given by the Secretary of the corporation not less than fifteen (15) days before the date of the Annual Meeting to each member. A written, mailed or electronically mailed notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) days before the date of the Special Meeting to each member. Notice of a membership meeting shall state the place, date and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and if no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members.

Section 12. Quorum for Meetings:

A quorum shall consist of the majority of the voting members of the corporation present at the meeting. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, any meeting of the members may be adjourned from time to time by

the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

Section 13. Voting Rights:

Voting members must be at least eighteen (18) years of age and members in good standing for at least one (1) year prior to an election. Each membership (single or family) is entitled to one vote on each matter submitted to a vote by the members. Matters related directly to the Peruvian Paso Horse, these Bylaws, Election of Officers, Showing and Judging shall be voted upon by Owner-Breeder members only. All election or voting disputes will be referred to the Board of Directors. Voting at duly held meetings shall be by voice vote. The President may elect to put an issue to a secret ballot as deemed necessary. Election of Officers Directors shall be conducted by secret ballot.

Section 14. Conduct of Meetings:

Meetings of members shall be presided over by the President of the corporation or, in his/her absence, by the Vice President of the corporation or, in the absence of all of these persons, by the Secretary of the corporation or, in the absence of all of these persons, by the Treasurer of the corporation. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by "Roberts' Rules of Order" as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

**Article 10
Publications**

Section 1. Magazine or Newsletter:

The club is authorized to publish a magazine or periodic mailer or electronic newsletter to further the objectives of the Club and to accept advertising regarding breeding, sales, training, products, equipment, seminars, clinics, shows, presentations, exhibitions and any special events that serve to promote the Peruvian Paso Horse. Electronic versions of club news may also be posted on the club website.

**Article 11.
Amendment of Bylaws:**

Section 1. Amendment

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws may be altered or amended or new Bylaws may be adopted as follows:

By a majority vote of all Owner-Breeder Members by secret ballot election. Any such election can be voted on at the Annual Meeting or electronically mailed to the Membership at least fifteen (15) days prior to the Annual Meeting and opened and counted at the Annual Meeting. Thirty percent (30%) of the Membership can petition the Board of Directors for a Bylaw change and the Board must conduct a secret ballot election. (All signatures must be verified as members in good standing.) All Petitioners can specify whether they desire an election by mail as described above, or at the Annual Meeting. Any Member may submit a signed “pros” or “cons” to the Membership or the Board concerning an amendment but at the Member’s own expense.

Written Consent of Directors Adopting Bylaws

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the Southern California Peruvian Paso Horse Club, a California nonprofit corporation, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws consisting of 11 pages, as the Bylaws of this corporation.

_____ Date: _____
President

_____ Date: _____
Vice President

_____ Date: _____
Secretary

_____ Date: _____
Treasurer

Certificate

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____

