

**BYLAWS TO THE
ARTICLES OF THE INCORPORATION
OF THE
PALO CEDRO RIDERS, INC.
Revised In 2022**

President: Brian Stephenson **Signature:** Brian Stephenson **Date:** 04/21/2022

1.

MEETINGS:

- a. All regular meetings shall be held at a time and place designated by the Board of Directors.
- b. Special meetings of the membership may be held at a time and place designated by the Board of Directors, or by a majority vote of the membership voting at a regular meeting. Notice of such special meeting shall be mailed to the membership at least three days prior to such meeting. Notices of special meetings shall contain at least the time, place, and agenda.
- c. Any meeting of the membership may be adjourned from time to time by a majority vote of the voting members present. In the absence of a quorum, no other business shall be transacted. No meeting may be adjourned past the next regular meeting of the membership and notice of the adjourned meeting need not be given members.
- d. Whenever any member entitled to vote has been excused from any meeting of the membership, an entry in the minutes that notice has been given shall be conclusive evidence that notice has been given as required by the Bylaws of this corporation.
- e. A roll call of the voting members shall be taken by the Secretary as part of the meeting.
- f. Robert's Rules of Order, as revised, shall prevail for order of business in all cases where applicable, and in which they are not inconsistent with these articles.

2.

VOTING:

- a. A voting member, as defined in section 6, shall be entitled to one vote at regular and special meetings of the corporation, providing that he is in good standing. Such vote shall be in person, and not by proxy; and be by voice or ballot. A secret ballot shall be permitted upon voice approval of a majority of the voting members present. Any member may also ask for a roll call vote when a voice vote appears close and in question.
- b. An issue or question shall be decided by a majority vote (more than ½) of the voting membership present, provided that a quorum is present; except as hereinafter provided.
- c. A quorum shall be constituted of 1/3 of the voting membership. The members present at a duly held or called meeting at which a quorum is present may continue to do business until adjourned; notwithstanding the withdrawal of enough members to leave less than a quorum.

3.

OFFICERS:

- a. The officers of the corporation shall be; President, Vice-President, Secretary, Treasurer, Arena Director, and Past-President.
- b. The duties of the officers shall be as follows:
PRESIDENT: He shall preside at all regular and special meetings of the membership and of the Board of Directors. He shall have no vote, except in the case of a tie. He shall countersign all checks. He shall also perform such other duties as are normally incident to his office.
VICE-PRESIDENT: He shall preside at all meetings in the absence of the President; and in

the event of the death, incapacity, expulsion, or resignation of the President, shall occupy the office of the President for the unexpired balance of its term. A new Vice-President shall be then nominated and elected at the next regular meeting of the membership. He shall oversee all insurance matters.

SECRETARY: he shall carry on necessary correspondence, record meetings in the form of minutes, prepare notices and call roll at each meeting.

TREASURER: He shall head the finance committee, make recommendations to the Board of Directors on financial matters pertaining to the corporation, be responsible for the safe custody of and issue all checks, when counter-signed by the President. He shall provide a monthly report at each General Meeting for the viewing of all members.

ARENA DIRECTOR: He shall officiate at all arena activities other than those at which the President would preside. He shall head the Rules committee, and act as Sergeant-at-arms at the regular and special meetings. He shall cause the arena to be maintained, according to the wishes of a majority of the members.

PAST-PRESIDENT: He shall act in an advisory capacity.

4.

BOARD OF DIRECTORS:

- a. Subject to the limitations of the Articles of Incorporations; these Bylaws; the Title 12, Part 4, Division First of the California Civil Code relating to non-profit corporation and the actions which must be authorized or approved by the members; all corporate powers and affairs of the corporation shall be held by, and controlled by, the Board of Directors.
- b. The Board of Directors shall be made up of the officers of this corporation and 5 members-at-large, who are not officers. The members-at-large shall be nominated and elected in the same manner and at the same time and place as the officers of the corporation. The board shall meet monthly without fail, at a time and place designated by them.
- c. Special meetings of the Board may be called at any time by the President; or if he is absent, or unable, or unwilling to act, by the Vice-President, or any other two Board members. Notice of such special meetings shall be given to the other Directors in the same manner as the special meetings of the membership. The meetings of the Board of Directors shall be closed to the general membership and to the public, except by invitation by any board member.
- d. Six (6) Directors shall constitute a quorum. A quorum of the Board of Directors may adjourn a meeting from time to time; a majority of the directors at a meeting, not a quorum, may adjourn a meeting of the Board from time to time until a quorum is present, but not past their next regular meeting. If a quorum not be present, no other business save that of adjournment shall be transacted.
- e. The Board of Directors shall expend monies necessary for the operation of the corporation subject to the approval of a majority of the membership, except as provided by the Bylaws; set assessments subject to approval of the membership as set forth in Section 7.

5.

ELECTIONS:

- a. Nominations for election to offices of this corporation, and for the five (5) members-at-large of the Board of Directors shall be made at the regular October meeting, by a nominating committee appointed by the President. Nominations may also be made from the floor at this meeting by any member in good standing. Elections shall then be held at the next regular meeting, following further nominations from the floor being allowed.
- b. A majority vote shall constitute election; balloting to continue in the event of a tie, until election occurs. Order of election to be: President, Vice-President, Secretary, Treasurer, Arena Director, Past-President (if there be no President at the time of election), and the

- five (5) members-at-large of the Board of Directors.
- c. A voting associate or honorary member can be nominated or make nominations. Only one member of the family may hold office and is automatically the voting member during his term of office.
 - d. The right to hold office in this corporation shall not be deemed a proper right, but shall be an honor and a privilege. Any action taken by an officer of this corporation in good faith and within the scope of his authority under the Bylaws, shall not be the basis for any personal action or liability against the officer.
 - e. The following oath of office shall be taken upon installation of new officers;
"I, _____, do solemnly swear on my honor to uphold the Articles of corporation and the bylaws of this corporation, and to perform the duties of the office to which I have been elected, to the best of my abilities; so help me God."
 - f. Any officer may be removed from office by a majority of the voting members voting at a regular meeting, or at a special meeting called for that purpose. Any officer may resign at any time by giving written notice to the President, Secretary, or the Board of Directors. The resignation shall be effective as of the date tendered unless another date is named therein.
 - g. Vacancies occurring in any office except that of the President shall be filled by election at the next regular meeting, or at a special meeting called for that purpose. The term of such office shall be only that of the unexpired term.
 - h. Any officer, including the five (5) members-at-large of the Board of Directors, missing three consecutive regular or board meetings shall be automatically suspended as an officer, or director, respectively. Automatic suspension may be waived by the Board of Directors, if there be shown good cause for absence.

6.

MEMBERSHIP:

- a. A voting member shall be entitled to only one vote or voice. Therefore, only one member of a membership may hold office at any one time.
- b. Classes of membership:
 - 1. Voting Members
 - A. Individual member is a person 18 years of age or older who has paid his initiation fee, is in good standing, and who has been accepted for membership in this corporation as set forth in this section.
 - B. Representative member is the person 18 years of age or older, designated by the members of a family membership to act on behalf of the family.
 - C. Honorary members are persons who have been nominated as such by a voting member and approved by a vote of the members at a regular or special meeting. They have full membership privileges but are not obligated to pay dues or attend regular meetings. If such a member chooses to vote, they must maintain their active status by attending the appropriate number of meetings.
 - D. Lifetime members are members who have maintained an active membership for 20 consecutive years. This occurs automatically and does not require a vote. They have full membership privileges but are not obligated to pay dues or attend regular meetings. If such member chooses to vote or run for an office, they must maintain their active status by attending the appropriate number of meetings.
 - E. Auxiliary members are the children of regular members who marry or turn 21 or are a full-time unmarried college student under the age of 24. They

are required to fill out an application but the initiation fee and waiting period are waived

2. Non-voting members
 - A. Associate members, who are the other members of a Family membership other than the voting or Representative member, whose names are recorded with the Secretary.
 - B. Family membership is a technical classification comprising of the parent or parents, and their children, including any legally adopted children and grandchildren. The children are to be unmarried and under 21 years of age or a full-time unmarried college student under the age of 24. Married children and those over 21 shall take out a Family or Individual membership, whichever is appropriate. A family membership is made up of the Representative member (voting) and Associate member (s)(non-voting). A Family membership has no rights or privileges or duties in itself; except those of the individual members.
- c. Voting members are required to pay all dues, fees and assessments properly levied, with the exception of active Honorary or Lifetime members; shall be allowed voice; vote as necessary; may hold office and serve on committees. Non-voting members shall have no voice or hold office; but may serve on committees, including serving as chairman. Associate members are to have voice through their representative member only. Non-voting members are not required to pay dues, fees or assessments levied generally on the membership except as may be required as their share in the family membership. All voting members shall be required to sign the oath of membership. Parents who sign are guaranteeing that the children of their family who are Associate members will also abide by these Bylaws and such other rules and regulations that may apply to the membership.
- d. The designation of the Representative member of a Family membership shall be in writing and filed with the Secretary. If the Representative member is absent from a meeting, another in the Family may act in his stead, but only with the written consent of the Representative member. This consent may be filed in advance.
- e. The Family membership and the Associate and Representative memberships that comprise it, shall become null and void 90 days after publication of notice of legal separation or final divorce decree under the laws of the State of California; except that, with written consent of both parties to the action, and naming the one party thereby entitled to continue the membership; the membership may continue in the name of that person. The member withdrawing in favor of the member continuing membership relinquishes all claim to monies paid into the Corporation and surrenders all vested interest. The withdrawing member may be entitled to an individual membership; all other requirements of membership shall be met. If within 90 days after publication of notice of separation or final divorce decree, neither adult member has been named to continue the Family membership, the Family membership and all Associate memberships and Representative memberships that comprise it, shall terminate; all interests in the corporation being surrendered.
- f. The names of the Representative and Associate members shall be entered upon the records of the corporation, and any children born or adopted into the family shall be enrolled upon the application of the representative member.
- g. Any member may be expelled from this corporation and interests forfeited for the following reasons;
 1. Being under the influence of intoxicants or narcotics at any business meeting or arena event sponsored by this corporation.
 2. Using indecent, profane, or obscene language or gestures.

3. Immorality, indecency, or lewdness.
 4. The use of membership in this corporation for personal gain.
- h. Expulsion of a member will be considered by the Board of Directors only upon the receipt of accusation, which shall be in writing and signed. A meeting to consider this action shall be called as soon as possible. The person making the accusation shall attend this meeting well as the accused person. The accused shall have full and fair opportunity to be appraised of and answer charges; to question the accuser and all the witnesses. If any of the above conditions are not met, the accusation shall be considered to be unfounded. If all conditions are met, the Board shall vote secretly; a 2/3 or greater vote is necessary to expel. Such a vote for expulsion shall entitle the accused to a hearing before the general membership, if a 2/3 or greater vote for expulsion is given, the expulsion shall be effective.
 - i. Membership in this corporation may be obtained in the following manner;
 1. Applicants for membership may apply by filling out an application form and having an existing member sign as their sponsor.
 2. If an application and proper payment is received by the 10th of the month, the applicant shall be voted on at the following General Meeting. The applicant then becomes a member with limited rights until a three-month probationary period has passed, at which time members will be given the opportunity to ask questions concerning the applicant's qualifications if they have doubts. There will then be a vote by secret ballot. Full membership shall be gained by the positive vote of 2/3 majority of members present. An unsuccessful applicant may reapply at a later date, if desired. The initiation fee and first month's dues of an unsuccessful applicant will be returned promptly.
 - j. Inasmuch as a membership may have only one vote, no person may be both an Individual member and a member of a Family membership, either Associate or Representative.
 - k. All members of this corporation shall take or sign the following oath of membership:
"I _____,do hereby swear on my word of honor that I will perform my duties as a member of this corporation to the best of my abilities. I will abide by the rules and regulations governing this corporation and will strive at all times to maintain the object. I will always stand ready to defend the flag of the United States of America, and the principles for which it stands, so help me God."
 - l. Missing three consecutive meetings in a calendar year or attending less than six meetings in a calendar year shall constitute an automatic termination. If you have a work or school related hardship, you may present your case before the board prior to your absences.
 - m. All memberships, other than Honorary and Life memberships, will pay dues. No member owing in excess of 3 months dues shall have the privilege of participating in arena events sponsored by this corporation and considered not in good standing. Any member owing 6 months dues or more will be expelled from this corporation and interests forfeited.

7.

FEES, DUES, AND ASSESSMENTS:

- a. An initiation fee and first month's dues will accompany all application forms for membership.
- b. The amount of dues, and the manner payable, shall be set by the Board of Directors according to the needs of the corporation, as soon as possible after election. The membership shall ratify the dues requirements at the next regular meeting.
- c. Assessments proposed by the Board of Directors shall be voted on by the general membership at a regular meeting, or a special meeting called for the purpose; a 2/3

majority vote shall be necessary to enforce.

8.

PARLIAMENTARIAN:

- a. The Parliamentarian will be appointed by the Board of Directors. The Parliamentarian should never be a member of the Board of Directors with a vote, or act on a Committee where sides will be taken. It shall be the duty of the Parliamentarian to advise the Presiding officer on points of parliamentary laws, and also give similar advice to the general Members and the Board of Directors when they request it.

9.

AMENDMENTSTOTHEBYLAWS:

- a. The bylaws may be amended, added to, or repealed only by a 2/3 majority vote of the members voting at a regular or special meeting called for that purpose.

10.

DEFINITIONS:

- a. For the purposes of these bylaws, the following definitions are intended:
 1. Where he, him, or his is used, reference is made to person and not sex.
 2. Shall is mandatory, may is permissive.
 3. Family shall include the members of the immediate family only, including any legally adopted children and grandchildren.

11.

PLAYDAYS:

- a. Playdays are open to all voting and non-voting members in good standing.
- b. Grandchildren (under 18 years of age) may participate in club playdays under the direct legal supervision of their grandparents (PCR Members).
 1. The grandparents must present the club with a release of liability from the parents.
- c. All playday participants must attend at least 3 playdays per year to qualify for year-end awards.
- d. Events at regular playdays will consist of two (2) Performance (not timed), two (2) Gymkhana and two (2) Fun Games. Pee Wee events will be Walk/Trot and two (2) other classes that will be up to the Arena Director's discretion.