

NORTHERN CALIFORNIA DRIVING CLUB

BY LAWS OF NORTHERN CALIFORNIA DRIVING CLUB

ARTICLE I NAME AND LOCATION

1.1 The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of California, is the “Northern California Driving Club” (hereinafter “NCDC”).

1.2 The business mailing address for NCDC is Post Office Box 350, Lockeford, California 95237, or as determined by the Board of Directors. The business physical address for the NCDC will be the address of the current President and/or alternative officer (Vice President, Treasurer, Secretary) as pertaining to their specific duties (see Articles 6 and 7).

ARTICLE 2 PURPOSE

2.1 General Purpose. NCDC is organized and operated for the following general purposes:

- a. As a social club organized and operated for the pleasure and recreation of its members within the meaning of §501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.
- b. To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of California which are consistent with the preceding paragraph.

2.2 Specific Purposes. The specific purposes of the NCDC, include, without limitation, to perpetuate and promote the safe use of the equine in harness for pleasure, recreation and sport.

ARTICLE 3 MEMBERSHIP & MEETINGS

MEMBERSHIP

3.1 Qualifications for Membership. The members of the NCDC will consist of such persons who (1) apply for membership on a form approved by the Board; (2) subscribe to the purposes and goals of the NCDC; and (3) agree to abide by the Bylaws of the NCDC as amended from time to time. Membership will be open to any persons regardless of sex, race, color or sexual preference.

3.2 Voting Rights. Each member in good standing and at least 18 years of age (as determined by the age reached in the current year) will be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There will not be any voting of members by proxy. Votes may be taken by voice, by a show of hands or by written ballot. Voting members will have no right to cumulate their votes. Mail-in ballots, submitted electronically via the member’s email on record with the club, or the US Postal Service, may be used for the election of directors, officers and amendment to Bylaws. The ballots will be available upon request and must be returned to the Secretary of the NCDC by the date specified on the ballot. All mailed-in ballots must be signed and dated, and are not transferable.

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3.3 Membership Dues.

- a. All members will pay annual membership dues to the NCDC by January 1, in such amounts as determined and fixed by resolution of the Board and will be effective upon ratification by a majority of all members eligible to vote. The membership dues payable to the NCDC for the admission calendar year by newly admitted members will not be prorated. Members not paying dues by February 1 will forfeit the membership rights, including their right to vote, and all access to NCDC members-only media accounts.
- b. Categories:
 - (1) Single adult membership: individuals 18 and over (as determined by the age reached in the current year), allotted one vote.
 - (2) Family membership: a group consisting of adults and children living together in the same household. Each adult will receive one vote, up to a maximum of two votes per family membership. Children under 18 will not have voting rights.
 - (3) Junior membership: for individuals under the age of 18 (as determined by the age reached during the current calendar year). Juniors have a voice, but no voting rights.

3.4 Termination of Membership. The membership of each member of the NCDC will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Nothing in these Bylaws will be construed as granting to any member a continued membership or expectation of membership in the NCDC.

- a. Failure to pay dues: Unless otherwise determined by the Board, each member's membership will immediately terminate if his or her membership dues have not been paid within thirty (30) days after the annual deadline for dues. Members terminated as a result of non-payment of dues may reactivate their membership in the NCDC upon payment of the required dues.
- b. Suspension and expulsion. Any member may be suspended or expelled from membership upon the affirmative vote of at least a simple majority of all the directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the NCDC. Members terminated as a result of expulsion may not renew their membership in the NCDC without obtaining the affirmative vote of at least a simple majority of all directors.
 1. Cause includes but is not limited to:
 - (a) Violations of any law or regulation governing conduct toward horses;
 - (b) Conduct that is not in the best interests of the NCDC;
 - (c) Threatening or demeaning communication on NCDC media accounts;
 - (d) Threatening to or committing any act which is likely to or results in injury or damages to any other member, event official, guest of a member, or animal, or to property of the NCDC;
 - (e) The use of abusive language toward any member, guest or member's child;
 - (f) Violation of any criminal statute in connection with the member's NCDC activity.
 2. The procedures as outlined Calif. Corporations Code section 7341 or the then-relevant Code section pertaining to suspension or expulsion will be followed.

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MEETINGS

3.5 **Meetings of Members.** The annual meeting of the voting members will be held at such location within the State of California as designated by resolution of the Board. At the annual meeting, the directors and officers of the NCDC will be elected. Any other proper business may be transacted at the annual meeting or regular meetings of members.

3.6 **Special Meetings.** Special meetings of the members may be called for any lawful purpose by or at the request of the President, by a majority of the directors, or by not less than five percent (5%) of the voting members. If the meeting is called for by the required number of voting members, within 20 days of the request, the officer to whom the request is addressed will set the meeting on a date no less than 30 days nor more than 90 days from the request.

3.8 **Notice to Members.** Notice of each regular and special meeting will be given to each member entitled to vote, either personally, by prepaid mail, or by electronic means, addressed to each member at the address appearing on the books of the NCDC. Such notices will be sent not less than ten (10) and not more than sixty (60) days before each meeting, and will specify the place, day, and hour of the meeting and will state the general nature of the business to be considered at the meeting. The notice of the annual meeting will designate it as such. Members who do not have internet access must notify the NCDC secretary in writing that they wish to receive notice by U.S. mail.

3.9 **Quorum.** A quorum at any meeting will consist of ten percent (10%) of the members to vote, present in person and including two officers. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not the quorum is present, the meeting may be adjourned by a vote of the members present.

3.10 **Conduct of Meeting.** The President of the NCDC, or in his or her absence, any other person chosen by a majority of the voting members present in person will be Chairperson of and will preside over the meetings. The meeting will be conducted according to Robert's Rules of Order unless otherwise stated in these Bylaws.

3.11 **Meeting Procedures.** Items to be put to a vote by the membership include but are not limited to: amendments to the bylaws, officer elections, and general membership business. Ratification: simple majority constitutes passage except where otherwise stated in the bylaws. Guests may be placed on the agenda by the President. Members may bring their guests to a regular meeting but they may not enter into the discussion of the business of the NCDC except by invitation from the President.

3.12 **Meeting Business and Agenda to consist of:**

- a. Reading of the Minutes of the Previous Meeting
- b. Financial and Membership Report – Treasurer
- c. Introduction of New Members
- d. Introduction of Guests
- e. Introduction of Guest Speakers
- f. Reading of Correspondence
- g. Reports of Committee Chairpersons
- h. Old Business
- i. New Business
- j. Special Business

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- k. Open Forum
- l. Set Next Meeting Date
- m. Adjournment

ARTICLE 4 DIRECTORS AND OFFICERS

4.1 **Powers.** Subject to any limitation of the Article of Incorporation, the California Nonprofit Corporation Act, or these Bylaws, all corporate powers and the business and affairs of the NCDC will be exercised by, controlled by, or under the authority of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board has the following powers:

- a. To appoint and remove all officers of the NCDC subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
- b. To conduct, manage and control the affairs of the NCDC, and to make such rule and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.
- c. To designate any place for the holding of any membership meeting or Board meeting, and to change the principal office of the NCDC for the transaction of its business from one location to another.
- d. To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Club, and to distribute, loan or dispense the same or the income and profits therefrom.
- e. To devise ways and means of promoting activities pertaining to the advancement and entertainment of members and their guests.
- f. To declare vacant an office of a director if the director fails to attend three (3) consecutive Board meetings unless excused by the majority of the remaining Board members for sufficient reason.

4.2 Composition of Board of Directors

- a. **Number of Directors.** The number of directors constituting the entire Board will be a minimum of five (5) and a maximum of nine (9), including officers as set forth below, as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the voting members or the Board, provided that any action by the Board to increase above the maximum or decrease below the minimum number will require the vote of at least a simple majority of all directors then in office. No decrease in the number of directors will shorten the terms of any director then in office.
- b. **Officers:** The Board includes the NCDC officers. The officers of the NCDC will be the President, Vice President, Secretary, and Treasurer, elected from and by the voting membership of the NCDC at the annual meeting.

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(1) Qualifications and Elections: The President and Vice President must have been voting members of the NCDC for a minimum of two years prior to their election or appointment. The President and the Treasurer will be elected in even-numbered years and will serve for two years. The Vice President and Secretary will be elected in odd-numbered years and will serve for two years. Each officer will hold office until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices will be filled by appointment by the Board at any time to serve unexpired terms.

(2) Description and Duties:

- (a) President: conducts all regular and special meetings. Prepares the agenda in advance, with input from the membership. Informs members of special meetings. The President may sign along with the Secretary any legal documents or other instruments which the Board has authorized to be executed, unless other signatories are required.
- (b) Vice President: assists other officers as needed. In the absence of the President, the Vice President conducts all meetings and performs the President's duties.
- (c) Secretary: responsible for attending all meetings, keeping full and complete records of all proceedings, including recording members in attendance and taking minutes of all meetings. Minutes will be forwarded to the President in a timely manner. The Secretary maintains a current file of official NCDC documents and correspondence. The Secretary will perform duties for voting procedures as specified in these bylaws.
- (d) Treasurer (Chief Financial Officer): keeps full and accurate account of receipts and disbursements, deposits all monies in the name and to of credit of the NCDC in the depository designated by the membership. Gives financial reports at the annual meeting, and as necessary at any other regular or special meeting. Files tax returns and other financial statements as required by federal and state law. All disbursements must be cosigned by two officers (President, Vice President, Secretary, or Treasurer).
- (e) All financial records are subject to review by the Board at any time.

4.3 General Qualifications for Office. Every director must be a member in good standing of NCDC, and must be a U.S. citizen. Each director will serve without compensation except for reasonable expenses incurred on behalf of the NCDC. Each director will be at least 18 years of age. Officers and directors should have internet access, in order to effectively communicate.

4.4 Election of Directors. Directors will be elected at the annual meeting, or by ballot as authorized by these Bylaws. The candidates receiving the highest number of votes up to the number of directors to be elected are elected. Directors may be eligible for reelection without limitation on the number of terms they may serve. Nominations for officers and directors must be delivered to the Secretary of the NCDC at least sixty (60) days before the annual meeting of the voting members; and the Secretary will attach a list of nominees to the notification of the annual meeting of the voting members.

4.5 Term of Office. The regular term of office for each director will be two years, unless sooner terminated by death, incapacity, resignation or removal. All directors will hold office until the expiration of the terms for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

4.6 Removal and Resignation.

- a. Resignation: Any director may resign from office at any time by giving written notice thereof to an officer of the NCDC.

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b. Removal: Any director, including officers, may be removed (for cause) by a simple majority vote of all of the other directors then in office. Cause for removal includes, but is not limited to:

- (1) Failure to attend three (3) consecutive regular meetings of the Board, notwithstanding that he or she otherwise qualifies for the office;
- (2) Conviction of a felony;
- (3) Declared of unsound mind by a final order of court; or
- (4) Ceases to be a member in good standing of the NCDC while in office as a director.

4.7 Existence of Vacancies. A vacancy in the Board exists in case of the happening of any of the following events:

- a. The death, incapacity, resignation, or removal of any director;
- b. The authorized number of directors is increased.

4.8 Filling of Vacancies. Any vacancy occurring on the Board may be filled by a simple majority vote of the remaining directors. A director so chosen will serve for the balance of the unexpired terms of the vacant office. If the Board accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting membership, the President may call a special meeting of the voting members to elect such director.

4.9 Place and Number of Meetings. Meetings of the Board will be held at any place designated by resolution of the Board or by written consent of all directors. The Board will hold at least three meetings each calendar year.

A director may participate in any meeting of the directors by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

4.10 Notice of Meetings. Notice of the time and place of regular meetings of the Board will be given personally to the directors or sent by mail/email addressed to the director at their address as shown upon the records of the NCDC, or other form of communication, within five (5) days in advance of such meeting. Such notice will state the general nature of the business to be considered at the special meeting.

4.11 Quorum and Voting. A simple majority of the elected and qualified directors will be necessary to constitute a quorum for the transaction of business. Each director present will be entitled to one (1) vote. Voting by proxy will not be permitted. Every act or decision made by a majority of the directors present at a meeting at which a quorum was present will be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws.

4.12 Presumption of Assent. A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of

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the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the NCDC ten (10) days after obtaining knowledge of the action.

4.13. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if all directors individually or collectively consent in writing. Such consent will be filed with the regular minutes of the Board.

4.14. Inspection Rights of Directors. Every director will 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 NCDC during normal weekday business hours. If a director wishes to be accompanied by an attorney during such inspection, then the inspection will be scheduled at a time when the Club's representative (s) will be present.

4.15 Committees. Committees of the Board will be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the NCDC or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it will designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the California Nonprofit Corporation Act. The Board will appoint the members of such committees.

a. If a committee exercises in part or full the authority of the Board as outlined in section 4.1, excepting 4.1(e), the committee will consist of Board members only.

b. If the committee is created for other purposes, it can consist of Board and other members, and does not require a director to serve on it or chair it.

ARTICLE 5 INDEMNIFICATION

5.1 Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, form or informal (hereinafter "proceeding"), by reason of the fact that he or she, or a person of whom her or she is the legal representative, is or was a director or officer of the NCDC or, while serving as a director or officer of the NCDC, is or was serving at the request of the NCDC as a director or officer, agent, or otherwise a representative of the NCDC, will be indemnified and held harmless by the NCDC to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the NCDC to provide broader indemnification rights than before the amendment), against all expenses, liability, and loss (including attorneys' fees, costs, judgments, fines, penalties, or amount to be paid in settlement) reasonably incurred by the person in connection therewith. The indemnification will continue for a person who has ceased to be a director or officer. To the extent authorized by state law, the NCDC may, but will not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this Article is a contract right.

5.2 Non-Exclusivity of Rights. The right to indemnification conferred in this Article will not be exclusive of any other right that any person may have or acquire under any statute, provision of the Articles of Incorporation, Bylaw, agreement, or otherwise.

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5.3 Insurance. The NCDC may purchase and maintain insurance on behalf of any person who is, or was, a director, officer, or agent of the NCDC, or is or was serving at the request of the NCDC as a director, officer, or agent, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the NCDC would have power to indemnify the person against the liability under these Bylaws and the laws of the State of California.

5.4 Amendment or Repeal of Article. No amendment or repeal of this Article will apply to or have any effect of any director, officer, agent, or representative of the NCDC for or with respect to any acts or omissions of the director, officer, agent, or representative before the amendment or repeal.

5.5 Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the NCDC's status as a tax exempt organization described in §501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE 6 AMENDMENTS TO BYLAWS

6.1 Adoption. Except as otherwise provided herein with respect to greater voting requirements, if any, these Bylaws may be adopted, amended, restated or repealed by simple majority of the voting membership.

6.2 Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, will at all times be kept in the principal office of the NCDC for the transaction of business, and will be open to inspection by the members, officers and directors at all times; and will be furnished to members upon written request. If hard copies are requested, the requesting member will be charged \$.25 per page, plus postage.

ARTICLE 7 RECORDS

7.1 Types of Records

a. Record Book. NCDC's Secretary will keep or cause to be kept a record book and files, which will contain:

- (1) the minutes and record of all meetings of the Board including date, place, attendance, proceedings thereof, and copy of the notice/ agenda of the meeting,
- (2) a copy of the Articles of Incorporation,
- (3) a copy of these Bylaws as amended, all previous Bylaws and amended copies, duly certified by the Secretary.
- (4) all NCDC correspondence (Secretary will coordinate with the Board to consolidate same).
- (5) A record of the members, including names, addresses, and class of membership.

b. Financial Records: NCDC's Treasurer will keep or cause to be kept financial records as follows:

- (1) current and complete copies of all financial transactions of the NCDC, which includes statements prepared in conformity with generally accepted accounting principles or another basis of accounting which reasonably sets forth the assets and liabilities and the income and expenses of the NCDC and discloses the accounting basis used in their preparation;
- (2) an annual statement as required by the California Corporations Code;

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(3) tax records or exemptions thereof as required by the California Corporations Code and federal and state tax agencies.

7.2 **Inspection:** The records of the NCDC described above will be reasonably available to inspection by members upon written demand, for purposes reasonably related to such person's interests as a member. If hard copies are requested, the party will be charged \$.25 per page, plus postage.

ARTICLE 8 **GENERAL CORPORATE MATTERS**

8.1 Conflict of Interest.

a. **Purpose:** The purpose of this conflict of interest policy is to protect the interests of the NCDC when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the NCDC. This policy is intended to supplement rather than replace applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

b. **Definitions:**

(1) **Interested Person.** Any director, officer, or member of a committee or subcommittee of the NCDC, who has a direct or indirect financial interest, as herein defined is an interested person.

(2) **Financial Interest.** A person has a financial interest if a person has, directly or indirectly, through business, investment, or family: (1) an ownership or investment interest in any entity with which the NCDC has a transaction or arrangement, (2) a compensation arrangement with the NCDC, (3) a potential ownership or investment in, or compensation arrangement with, any entity or individual with which the NCDC is negotiating a transaction or arrangement.

c. **Policy:** An interested person cannot enter into a financial arrangement with the NCDC in which the person has a financial interest without full disclosure of the material facts concerning the interested person's financial interest in the transaction; and without the approval of the Board by a simple majority vote, excluding the vote of the interested officer or director, if applicable.

8.2 Dissolution: In the event of dissolving the NCDC, the following actions will occur:

a. At a regular meeting or special meeting called by the President and/or the Board's, potential recipients will be discussed for distribution of NCDC funds and material assets. Preference should be given to recipients whose purpose is substantially similar to that of NCDC and will be decided by a simple majority vote of the members present.

b. The dissolution and liquidation of NCDC, whether voluntary or involuntary or by question of law, will be processed by the NCDC's Board, who after paying or making provisions for payment of financial liabilities of NCDC, will dispose of all assets to recipients as decided by the majority vote. Notification of the dissolution of NCDC, including minutes of dissolution meeting to relevant state and federal agencies will be filed by the Treasurer and/or Secretary.

Signed: _____.

Date: _____.

Print name: _____.

Title: _____.