

ARTICLE I The Organization

The organization is organized exclusively for charitable, educational, and/or scientific purposes under section 501c3 of the Internal Revenue Code.

ARTICLE II Number of Directors

1. The Board of Directors of this corporation shall consist of nine (9) directors who shall be members of this corporation in good standing, and five (5) shall constitute a quorum for the transaction of a vote of the voting members of the organization. No team membership may have more than two (2) members on the board of directors at any one time.
2. For the overall benefit of the Association, and avoidance of domestic conflict, no spouses, members of the same household, fiancés, and/or relatives will serve on the Board of Directors at the same time.

Procedure: All meetings of this organization shall be conducted under Roberts Rules of Order (Revised) unless in conflict with these by-laws.

ARTICLE III Power of Directors

1. To conduct, manage and control the affairs and business of the organization; to make such rules and regulations not inconsistent with the Articles of Incorporation and/or the by-laws, as they may deem best.
2. To change the principle office for the transaction of business of the corporation from one location to another location in the State of California, to make, adopt and use a corporate seal.
3. To appoint a Board of Inquiry consisting of three (3) or more members of the Association; to delegate to such Board of Inquiry authority to investigate persons or situations as may be required, to hear all complaints of any nature and submit its findings and recommendations to the Board of Directors.
4. To fix the amount of the Registration Fee and Annual Membership Fee from time to time and make same payable on application.
5. To select and remove members of the Association.

ARTICLE IV Terms of Office for Board of Directors

Members of the Board of Directors shall be elected for terms of two (2) years with the exception of the first election in January, 2002, where the five candidates with the highest number of votes will be elected to a two (2) year term and the next four candidates with the highest votes will be elected to a one (1) year term. Elections of the Board members shall take place at the annual meeting of the voting membership of the Association.

ARTICLE V Vacancies

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of death, resignation or removal of any director for cause. Any Board member absent from more than two (2) Board of Directors' meetings, without just cause (just cause to be determined by the President of the Board), will be removed from the Board and a successor will be appointed by the Board as stipulated by the by-laws, to complete the term of the office.

Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, though less than a quorum, or by a remaining Director, and each Director so elected shall hold office until his/her successor is elected at an annual meeting of the members. The members may elect a Director or Directors at any time to fill any vacancies not filled by the Directors.

If the Board of Directors accepts the resignation of a Director, tendered to take effect at a future time, the Board of Directors shall have the power to appoint a successor to take office when the resignation is to become effective. This Director shall hold office until the next regular annual membership meeting at which time the membership shall elect a member to fill the un-expired term.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his/her term of office.

ARTICLE VI Organizational Meeting of the Directors

Immediately following each annual meeting of the members of the organization the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of such business as may properly come before this meeting. Notice of such Board of Directors' organizational meeting shall be sent to each member of the Board at least seven (7) days prior to the scheduled date of all such meetings by the Recording

Secretary of the annual meeting. All Team Members of the corporation shall be notified of the officers elected. The Board of Directors shall appoint a Recording Secretary from the membership.

ARTICLE VII Board of Directors Meetings

The President, or if he/she is absent, or unable, or refuses to act, the Vice President or a majority vote by the Directors shall call meetings of the Board of Directors. Notice of the time and place of the meetings of the Board of Directors shall be sent to each Director by mail, or by other form of communication, at least fourteen (14) days before a meeting. Meetings of the Board of Directors shall be held at any location within the State of California. The location of such meetings shall be decided upon by the majority of the Board of Directors. The convenience of all members shall be considered. The Board of Directors' meetings shall be held at least quarterly. A general membership meeting shall be held annually.

ARTICLE VIII Officers

The officers of this corporation shall be President, Vice President Secretary and Treasurer, who shall be elected by the Board of Directors. The aforementioned officers shall be elected annually among the Directors.

ARTICLE IX President and Vice President

The President shall be the chief executive officer of this corporation and shall subject to the control of the Board of Directors, control the business and affairs of this corporation. The President shall preside over all meetings of the Board and the general membership. The President shall be an ex-officio member of all committees, and shall have the general powers and duties of management usually vested in the office of the President of a corporation, and shall have other such powers and duties as may be prescribed by the Board of Directors and the by-laws. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all of the powers and be subject to all the restrictions of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed for him/her by the Board of Directors or the by-laws.

ARTICLE X Secretary

The Secretary shall keep or cause to be kept a Book of Minutes of all the meetings of directors and members, with the time and place held, whether regular or special and if special, how authorized and notice thereof given, the name of those present and absent at the Directors meetings, the

number of those present or represented at membership meetings and the proceedings thereof. The Secretary shall keep a membership book or roster containing names and addresses of each member of the Association. The Secretary shall give, or cause to be given, notice of the meetings of the members of the Board of Directors required by the by-laws to be given, and shall keep the Seal of the Corporation in safe custody, and shall have other such powers, and perform other such duties as may be prescribed by the Board of Directors or by the by-laws. In case of the Secretary's absence, inability, refusal or neglect to do so, such duties may be given to any adult member by the President.

ARTICLE XI Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, correct books of account of the receipts of the membership or registration fees dues and assessments, if any, and disbursements thereof, and of any money that may be received by the corporation. The Treasurer shall deposit all money and other valuables in the name of, and to the credit of, this corporation within 30 days of receipt with such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of this corporation as may be ordered by the Board of Directors whenever they may request it, an account of his or her transactions as Treasurer, and of the financial condition of the Corporation and shall have powers and perform such duties as may be prescribed by the Directors or the By-laws. It shall be the policy of this corporation that all checks for disbursement of funds shall be signed by no less than two members of the Board of Directors. The Treasurer shall present a financial accounting to the membership at each annual meeting. Signature rights will be: President, Vice president, Secretary, or Treasurer. An audit committee which consists of three members, the President and two board directors, shall review and approve the annual financial report within 45 days of the close of the annual meeting.

ARTICLE XII Membership

1. **Team Membership**: Mounted Drill Teams in good standing, selected by the Board of Directors, that have paid their annual membership dues as determined by the Board of Directors. Each mounted drill team shall have at least one adult person eighteen (18) years of age or over as a representative. Team membership shall have voting rights within the Association as prescribed within the by-laws.
2. **Individual Membership**: Adult persons eighteen (18) years of age and over, selected by the Board of Directors and in good standing within the Association. These persons shall be voting members of the Association as prescribed within the by-laws. Individual membership members may not

be an active member of a member team as determined by the board of directors.

3. Sustaining Membership: Adult person eighteen (18) years of age or older or business that supports the Association via their annual membership dues. Sustaining membership members shall have no voting privileges within this Association.

ARTICLE XIII Nominating Committee

Sixty (60) days prior to the regularly scheduled annual membership meeting, the Board of Directors shall appoint a nominating committee of at least three (3) members of the Association who will be required to be responsible for presenting a list of nominees for vacancies on the Board to the membership at the annual membership meeting. Further nomination may be made from the floor at the annual meeting prior to the election.

ARTICLE XIV Membership Meetings

A general membership meeting shall be held annually. A quorum at a general membership meeting shall consist of a simple majority of the voting team memberships. Location and date of the annual meeting shall be decided by a majority vote of the Board of Directors. Notice of the time and location of the general membership meeting shall be sent to all voting members by mail or other form of communication at least 60 days prior.

ARTICLE XV Voting Privileges

Voting privileges will be extended to the following:

1. Team Membership: Mounted drill teams, in good standing within the Association, shall have ten (10) votes.
2. Individual Membership: Individual members, in good standing within the Association, shall have one (1) vote.

To have voting privileges, a Team Membership, must have one adult representative eighteen (18) years of age or older present at the general membership meeting, or a proxy in lieu of, to assign the appropriate votes. One representative or proxy, from each Team Membership shall be responsible for casting the votes. If a Team Membership is unable or unwilling to elect one representative, then the President of the Board of Directors shall appoint one or bar that particular Team Membership from voting.

To have voting privileges, an Individual Member, shall have attended one Board Meeting or General Membership meeting within the last 13 months, excluding the current meeting.

ARTICLE XVI Proxies

Every member entitled to vote shall have the right to do so by an agent or agents authorized by written proxy executed by such member, and submitted to and approved by the Secretary of the Corporation before the voting begins. Proxy forms shall be approved by the Board of Directors and will be sent to all voting members of the Association with the notification of the meeting.

ARTICLE XVII Annual Report

The President of the corporation shall present an annual report to the members of the organization at each annual membership meeting.

ARTICLE XVIII General Policies

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
2. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code and (b) by an organization, contributions to which are deductible under section 170c2 of the internal Revenue Code, or corresponding section of any future federal tax code.
4. It is the duty of all members of the Association to strive for the highest possible technical knowledge and skills; take a realistic assessment of strengths and weaknesses, use imagination, vitality, and intense energy to achieve the absolute finest result in whatever we attempt.

ARTICLE XIX By-laws Revisions

These by-laws may be changed only at an annual membership meeting, or at any special meeting called for that purpose by a vote of two-thirds (2/3) of the votes cast a quorum being present. Proposed changes may be submitted in writing by any voting member. The President shall be responsible to see that any proposed changes which are submitted prior to the annual membership meeting are presented to the membership for vote. Any By-laws Committee formed by the general membership shall report to the membership at the next annual meeting. Notice of proposed changes recommended by the By-laws Committee shall be sent to the team membership and individual membership sixty (60) days prior to the annual meeting.

ARTICLE XX Dissolution of Organization

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.