

ARTICLES OF INCORPORATION
OF THE
NORCO HORSEMEN'S ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being residents of the city of Norco, State of California, and the duly authorized President and Secretary of the Norco Horsemen's Association, an unincorporated association, organized and doing business in the State of California, under and by virtue of the authority duly vested in us by said association, have this day voluntarily associated ourselves together to form a corporation for purposes other than for pecuniary profit or gain to the members thereof, pursuant to the provisions of Title Twelve, Article One of the General Nonprofit Corporation Law of the State of California. This corporation shall continue to operate pursuant to the General Nonprofit Laws of the State of California.

I
NAME

(1) The name of this corporation shall be "NORCO HORSEMEN'S ASSOCIATION."

II
PURPOSE

(1) To form a corporation which does not contemplate pecuniary gain or profit to the members thereof.

(2) The primary purpose for which this corporation is organized is to preserve the rural character of the city of Norco, California and to encourage and support equestrian activities.

(3) Other specific purposes for which this organization is founded are: to provide information, education in maintaining horses and other livestock as the foundation of Norco's rural atmosphere; to provide opportunities for individuals to experience and participate in animal related activities; to establish an organization of members willing to contribute time and effort to preserve a way of life consistent with Norco's motto "A city living in a rural atmosphere."

(4) To raise and solicit money for its corporation purposes by membership dues, donation, gift, bequest or devise.

(5) In pursuance of its corporate purposes, the corporation shall:

- (a) Conduct, sponsor, assist with or promote social functions, shows, contests, attractions, including but not limited, to horse show events, trail rides and any other competitive or noncompetitive functions that will promote the welfare of the horse and his owner.
- (b) To establish with the city of Norco an arrangement that we will support the patrol and maintenance of good conduct among horsemen who use the trail in the city of Norco so as to insure safety and proper conduct and encourage and assist horsemen who use the trail in the use thereof.

- (c) To cooperate with, assist in, and promote the interest of any person, group, association or agency interested in humane treatment of, or prevention of cruelty to, animals.

III

The objectives, purposes, and powers specified in each of the clauses or paragraphs of these Articles shall be regarded as independent objectives, purposes and powers, and the enumeration thereof shall not be held to limit or restrict in any manner, the general powers now or hereafter conferred on the corporation by the State of California, except that notwithstanding any statement of purposes or power aforesaid, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the social welfare of this corporation.

IV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be NORCO, CALIFORNIA.

V

OFFICERS AND DIRECTORS

The following are the names and addresses of persons who are to act in the capacity of officers and directors until an annual meeting is established for this corporation and the selection of their successors are provided by the bylaws.

OFFICERS: President -	Terry Wright 2133 First Street Norco, CA 91760
Vice-President -	Bob Syring 1147 Carob Lane Norco, CA 81760
Secretary -	Gail Colasurdo 4532 Trail Street Norco, CA 91760
Membership-	Frank Colasurdo 4582 Trail Street Norco, CA 91760
Board Members -	Barbara Carmichel 3434 Shawnee Drive Norco, CA 91760 Berwin & Bobbi Hanna 4061 Temescal Avenue Norco, CA 91760 Sharon Koester 3887 Vine Street Norco, CA 91760

Bill Mallory
4349 Woodward Avenue
Norco, CA 91760
Frank Hall
3070 Norco Drive
Norco, CA 91760

VI

BYLAWS

ARTICLE I – STATUS

The Norco Horsemen's Association is a non-profit, non-political organization formed to support and maintain Norco's rural, animal keeping lifestyle. It does not endorse candidates for office but does support policies and issues that enhance the rural lifestyle Norco has embraced.

ARTICLE II – MEMBERSHIP AND DUES

Section 1

Definition: Regular membership shall be open to all persons regardless of race, color, or creed, who indicate an interest in the purpose and objectives of this organization and reside in the city of Norco. A commercial membership is open to all organizations or businesses interested in supporting the goals of the association whether or not they operate within the city of Norco. The membership will be in the name of that business. This membership does not carry with it the right to vote or hold office or to make a nomination for an Office or Board position. An associate membership is available for individual or families who do not reside in the city of Norco. This membership does not carry with it the right to vote or hold office.

All new memberships shall start when application and dues are received and dated by the NHA Treasurer. Membership will end on the last day of February each year unless membership is renewed or is multi-year.

Section 2

Dues for a single regular membership shall be \$12.00 per year and a family membership shall be \$20.00 per year for husband, wife, and children under 18 years of age. Dues for a commercial membership shall be \$25.00 per year. Dues for an associate membership shall be \$10.00 for single or family membership. Rate changes to be effective March 1, 2002.

Section 3

Dues may be raised or lowered by two-thirds (2/3) vote of the Board of Directors and ratified by a simple majority of the members present at a regular meeting of the organization

Section 4

Any member maybe censured, suspended or removed from membership as a result of conduct detrimental to the best interest of the organization. Censure, suspension or removal from membership shall be in accordance with the following procedure:

- a. The Secretary shall notify each member of the Board of Directors of the member in question at least twenty (20) days before the matter is to be placed on a meeting agenda.
- b. Said member shall be permitted written notice of charge twenty (20) days before the question is to be placed on a meeting agenda.
- c. Said member shall have an opportunity to give rebuttal or charges as said meeting.
- d. Two thirds (2/3) of those Board members voting shall be necessary to censure, suspend or remove said member from membership.

Should said member be the Secretary, the Treasurer shall receive and distribute the petition. Should said member be the President, the Vice President shall preside during the removal proceedings. No censure, suspension or removal proceedings shall be based more than once on the same evidence.

ARTICLE III – RULING BODY

Section 1

The business of this organization shall be vested with the Board of Directors. The Board of Directors shall consist of the following: President, Vice President, Secretary, Treasurer, Immediate Past President, Membership Chairman, and nine elected Directors.

Section 2

The number of Board members shall be 15. Board members shall be elected by the general members in good standing.

Section 3

Any Officer or Director may be removed from office as a result of failure to fulfill the duties of said office or for conduct detrimental to the best interests of the organization. Removal from office shall be in accordance with the following procedure:

- a. The Secretary shall notify each member of the Board of Directors of the Officer or Directors in question at least twenty (20) days before the matter is to be placed on a meeting agenda.
- b. Said Officer or Director shall be permitted written notice of charge twenty (20) days before the question is to be placed on a meeting agenda.

- c. Said Officer or Director shall have an opportunity to give rebuttal or charges as said meeting.
- d. Two thirds (2/3) of those voting shall be necessary to remove said Officer or Director from office.

Should said Officer be the Secretary, the Treasurer shall receive and distribute the petition. Should said Officer be the President, the Vice President shall preside during the removal proceedings. No removal proceedings shall be based more than once on the same evidence.

Section 4

Vacancies of the elected Board members or the position or any office with the exception of that of the President shall be filled by appointment by the President with approval of a two-thirds (2/3) majority of the Board of Directors. The appointee is to serve for the duration of the term of the individual whose position he or she was appointed to fill. If the vacancy is of the office of President, the Vice President will assume the office for the duration of the term of President and will appoint from the Board of Directors, with their approval, a successor to fulfill his term as Vice President. The Board of Directors may declare vacant the office of a Director of officer who misses two (2) consecutive meetings without excused absence determined by the President, Vice President and Secretary.

Section 5

The meetings of the Board of Directors and the general membership shall be held at a time and place to be determined by the Board of Directors. The Secretary should notify the general membership 3 days in advance of where and when the meetings will be held.

Section 6

There shall be at least one (1) Board of Directors meeting per month. The time, date, and location of the meetings shall be decided on mutually by the Board of Directors elected for the year. Any member of NHA shall have the opportunity to attend any board meeting. A majority of the board shall constitute a quorum for any meeting.

Section 7

The President and three (3) members of the Board of Directors shall have the power to call special meetings of the Board of Directors at any time upon two (2) days notice by personal contact or by registered mail to each director at the last known address. Only the announced business for which the meeting was called may be transacted.

Section 8

The number of members present at general meetings for which due notice has been given will constitute a quorum for conducting association business.

Section 9

The duties of all officers and directors shall be such as ordinarily pertain to and are indicated by the titles of their office.

- a. The President shall provide leadership to the organization. He/She shall submit a proposal budget and plan of action for the year for board approval. He/She shall preside at all meetings of the members and Board of Directors. The President shall also appoint all committees, subject to the board approval. Board Members and Officers are encouraged to accept leadership responsibilities.
- b. The Vice President shall conduct the affairs of the organization upon the absence of the President and shall serve as an assistant to the President.
- c. The Secretary shall give notice of and keep the minutes of all meetings, be custodian of all office records of the organization, prepare agendas with the President, and keep a current membership roster.
- d. The Treasurer shall keep proper books of account and report in detail to the Board of Directors all sums received and expended, all outstanding obligations, and shall require full statements of project financial status; oversee all the financial records of NHA and be responsible for the accuracy thereof; and maintain a list and location of al NHA assets.
- e. The immediate Past President shall serve as an advisor to the President and Board of Directors.
- f. The Membership Chairperson shall be responsible for promoting membership and for maintaining membership records.
- g. Directors shall chair or co-chair, support, or assist at most events per year, and encourage other members to participate in NHA events by telephone or personal contact.

Section 10

The term of office shall be from the first meeting in March to the first meeting March of the following year or until successors are duly elected and installed.

- a. NHA officers shall serve for a 1 year term.
- b. NHA directors shall serve for a 2 year term, 5 elected on odd years and 4 elected on even years

Section 11

No member of this organization shall contract for or incur any debt or enter into any agreement or otherwise obligate this organization except by authorization of the President and the Board of Directors.

ARTICLE IV-ELIGIBILITY FOR OFFICE AN DIRECTORSHIP

Section 1

No member of the organization shall be eligible for election to the office of President or Vice President unless he/she has been a member in good standing for one (1) year, and is twenty-one years of age or older.

Section 2

All other Officers and Directors must be members in good standing and must be (18) years of age or older.

ARTICLE V- ELECTION

Section 1

Nominations will be accepted at the general meeting in the months of January and February. Elections will be held at the February general meeting. Any regular member in good standing for at least sixty (60) days may nominate another regular member in good standing for at least sixty (60) days who meets the qualifications of the office and will accept the nomination.

Section 2

All regular members shall have a vote providing they are eighteen (18) years of age or older and have been a member in good standing for at least sixty (60) days. They shall have the right to hold office providing they meet the stated qualifications.

Section 3

The Secretary shall prepare and count the ballots in the presence of two (2) witnesses present, who shall be appointed by the president.

Section 4

The election of Officers and Directors shall be by secret ballot and by a majority vote of the regular membership in attendance at the general meeting at which a quorum is present. Ballots will be kept for thirty (30) days after the election.

Section 5

No voting by proxy shall be allowed. Cumulative voting will be allowed only in the election of the Directors, not in the election of Officers.

ARTICLE VI-FINANCES

Section 1

All money received by this organization from dues or any other source shall be deposited in the organization's bank account and withdrawals will be made by a duly

authorized check signed by at least two (2) of the following: The President, Vice President, Secretary, and the Treasurer.

Section 2

The Board of Directors may approve all expenditures for ongoing association programs, activities or events. Approval by the majority of the regular members present at a regular or special meeting of the association is necessary for new programs, activities or events, and donations or trail fund expenditures which will require funding in excess of \$200.00.

Section 3

The fiscal year shall be March 1 to the last day of February of the following year.

Section 4

No assessments shall be levied against any member.

Section 5

Each committee chairperson shall annually submit a budget for approval by the Board of Directors and shall provide status reports as necessary throughout the year.

Section 6

Reimbursement of Officers and Directors for expenses related to NHA must be authorized by the Board of Directors. For expenses over twenty-five dollars (\$25.00), prior approval will be required.

Section 7

In April of each year, the President shall appoint three (3) members of the Board of Directors, subject to the confirmation by the board, to serve as an audit committee. This committee shall meet with the Treasurer as necessary to conduct an audit of the financial records for the previous fiscal year. The committee shall report the results of the audit to the Board of Directors no later than June board meeting, and to the general membership at the following general membership meeting.

ARTICLE VII- PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for this organization, except as provided in these bylaws.

ARTICLE VIII - AMENDMENTS

Section 1

These bylaws maybe amended by a two-thirds vote of the general regular membership in attendance at a meeting where prior notice of the proposed amendment has been given.

Section 2

The Board of Directors may adopt additional rules and regulations as necessary that are not in conflict with these bylaws.

Section 3

If deemed necessary by a majority vote of the Board of Directors, disbursement of funds shall be to local charities and/or non-profit organizations.

ARTICLE IX – ASSOCIATIONS AND AFLIATIONS

The NHA board of directors may form special task forces as needed which include NHA members, non-members, and representatives from other non-profit organizations and clubs as necessary to be beneficial to the purpose of the task force, with the approval of the NHA Board of Directors. The task force may represent NHA, the NHA non-members and other affiliated non-profit organizations and clubs as necessary to meet the task forces goals.

ARTICLE X – CODE OF CONDUCT

Members should recognize that their actions may be assumed to be a reflection or representation of the organization and should strive to keep their personal views separate so as not to appear to reflect the views of the entire organization. Officers, Board members, and General members, recognizing that their conduct affects members of this organization, and recognizing that each member may have differing views on candidates, measures, and issues, strive for the following:

1. Agree to never use the name of this organization for their PERSONAL support of any candidate, measure, or issue.
2. Agree to not have political signs posted at their residence WHILE that residence is being used for an NHA event.
3. Agree that campaign literature or clothing supporting any candidate, measure, or issue, should not be in any NHA booth or worn by an individual while representing the organization.
4. Agree not to campaign for a candidate, measure, or issue while representing the organization.
5. Agree that differing views are to be expected and sometimes strongly felt among the membership, and to treat each member with respect.
6. Agree that the good of the organization is paramount and always keep that in mind in any endeavor.
7. Agree not to consume alcoholic beverages while working an NHA event (ie: Fair button sales, NHA booth, parking at the craft fair, inside the rodeo beer booth).
8. Agree that NHA-Wear, once purchased by a member or non-member, is their property and NHA can not control where the items are worn.
9. Agree to be professional, appropriate, polite, and respectful at all times while working for the organization. Treating all members and non-members in this manner will enhance the image of the organization and help to avoid conflicts.