

**BYLAWS OF THE AREA VII SHETLAND PONY &
MINIATURE HORSE ASSOCIATION, INC.
A CALIFORNIA MUTUAL BENEFIT CORPORATION**

ARTICLE I — NAME

The name of this corporation shall be the Area VII Shetland Pony and Miniature Horse, Association, Inc. The corporation shall hereinafter in these Bylaws be referred to as the "Club".

ARTICLE II — OFFICERS

SECTION 1. PRINCIPAL OFFICE

The principal office of the Club for the transaction of its business is located in Alameda County, California or such other place as the Directors may, from time to time, designate.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may change the principal office from one location to another with the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

ARTICLE III — OFFICERS

SECTION 1. EXECUTIVE OFFICERS:

The Executive officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer.

SECTION 2. BOARD OF DIRECTORS

A. The Board of Directors shall be composed of seven (7) elected members: three (3) Directors, the President, the Vice-President, the Secretary and the Treasurer.

B. The immediate past President shall act as an advisor to the Board of Directors, but shall not vote as a Board member.

C. The President, Vice-President, Secretary and Treasurer shall be elected for a two (2) year term at the Annual Meeting. These elected Officers shall not serve more than two (2) consecutive terms (4 years) in any one office. A one year absence after the two (2) year consecutive term must be observed before being voted back into that office. The elected Officer may be voted into a different Office of the Board. A Show Chairman shall be appointed by the Board of Directors within thirty (30) days of the Annual Meeting and become a member of the Board of Directors for a two (2) year term.

D. Two (2) Directors shall be elected each year at the Annual Meeting. One shall be elected to serve a one (1) year term and the other to serve a two (2) year term.

E. Subject to the provisions of the California Nonprofit Mutual 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 Club, the activities and affairs of this Club shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES OF THE BOARD OF DIRECTORS

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Club, or by these Bylaws;
- Conduct the activities and affairs of the Club and exercise all corporate power;
- Establish the annual budget of the Club;
- Approve or disapprove all expenditures exceeding the approved budget and any expenditure not authorized in the budget;
- 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 Club;
- Supervise all agents and employees of the Club to assure their duties are performed properly;
- Meet at such times and places as required by these Bylaws;
- Register their addresses with the Secretary of the Club.

SECTION 4. QUALIFICATIONS AND ELECTION OF THE BOARD OF DIRECTORS

A. Any regular member in good standing over the age of 18 may serve as a member of the Board of Directors. A member in good standing shall be defined as a member with current dues paid in full and one who is not suspended or expelled at the time of elections. The President shall appoint a Nominating Committee consisting of three (3) persons at least forty-five (45) days prior to the annual meeting. The Nominating Committee shall propose a slate of nominees for election as officers and directors and present it to the membership at the last general membership meeting of the Year, which shall be known as the "Annual Meeting." Nominations may be made from the floor.

B. The slate of Nominees and Ballots shall be mailed by the Secretary to all members of the Club and elections shall be held at the first meeting following the Annual Meeting.

C. All voting shall be done by secret ballot and may be done by mail-in vote, and/or by a Majority of those present at the meeting. Only members in good standing shall be entitled to vote.

SECTION 5. MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be held as needed at the request of the President or two-thirds (2/3) of the Board of Directors. Any meeting may also be held by conference telephone or similar communications equipment.

SECTION 6. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS

Notice of regular and special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone.

SECTION 7. CONTENTS OF NOTICE

Notice of general meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board of Directors meeting need not be specified in the notice.

SECTION 8. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present.

SECTION 9. QUORUM FOR MEETINGS OF THE BOARD OF DIRECTORS

A. A quorum shall consist of one-half (1/2) of the members of the Board of Directors.

B. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Club, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

C. The Board members present at a duly called and held meeting at which a quorum is initially present may continue to do withdrawal of Board members 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 or Bylaws of this Club.

SECTION 10. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Club, or provisions of the California Nonprofit Corporation Law require a different percentage or different voting rules for approval of a matter by the Board.

SECTION 11. CONDUCT OF MEETINGS OF THE BOARD OF DIRECTORS

A. Meetings of the Board of Directors shall be presided over by the President of the Club or, in his or her absence, by the Vice-President of the Club, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Board members present at the meeting. The Secretary of the Club shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

B. Meetings shall be governed by Robert's 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 the Bylaws, with the Articles of Incorporation of the Club, or with provisions of law.

SECTION 12. VACANCIES

A. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Board member, and (2) whenever the number of authorized Board members is increased.

B. Any Board member may resign upon giving written notice to the President or Secretary.

C. The Board of Directors may appoint any member in good standing to fill any vacancy caused by the death, resignation, disqualification, or otherwise, of a Director or Officer. The members of this Club may elect a Director at any time to fill any vacancy not filled by a Board of Directors.

D. A person elected or appointed to fill a vacancy as provided by this section shall hold office for the unexpired term of the Board member who is being replaced.

SECTION 13. NON-LIABILITY OF BOARD OF DIRECTORS

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

SECTION 14. DUTIES OF THE PRESIDENT

A. The President shall be the chief executive officer of the Club and shall supervise and control the affairs of the Club and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Club, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of members and/or the Board of Directors.

B. The President shall sign or countersign any and all checks, certificates, contracts, deeds, and other instruments of this Corporation as authorized by the Board of Directors.

C. The President shall have the power to appoint such committees, as he/she may deem necessary for the advancement of the organization.

SECTION 15. DUTIES OF THE VICE-PRESIDENT

The Vice-President shall exercise all the functions of the President in his or her absence or disability.

SECTION 16. DUTIES OF THE SECRETARY

A. The Secretary shall:

- Keep the Minutes of the Board of Directors and general membership meetings.
- Certify and keep at the principal office of the Club the original, or a copy of the Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the Club or at such other place as the Board may determine, a book of Minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees of the Board and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Be custodian of the records.
- Keep at the principal office of the Club a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book, together with the date on which such membership ceased.
- Exhibit at all reasonable times to any Director of the Club, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the Minutes of meetings.
- Give written notice to members of termination for non-payment of dues.
- Keep a record of all duly appointed committees.

- Prepare an agenda of items for discussion at each meeting for guidance of the President in conducting meetings.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Club, or by these Bylaws, or which may be assigned him or her from time to time by the Board of Directors.

SECTION 17. DUTIES OF THE TREASURER

A. The Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the Club, and deposit all such funds in the name of the Club in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to the Club from any source whatsoever.
- Disburse or cause to be disbursed, the funds of the Club, as may be directed by the Board of Directors, taking proper vouchers for each disbursement. Any funds released by check require two (2) signatures. One (1) signature must be that of the Treasurer. The other may be one of two (2) Officers as directed by the Board of Directors.
- Keep and maintain adequate and correct accounts of the Club's properties and business transactions, including accounts of its assets, liabilities, disbursements, gains and losses.
- Exhibit at reasonable times the books of account and financial records to any Director of the Club, or to his or her agent or attorney, on request therefore.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- Shall reconcile all bank statements and make this information available in a written report to be presented at each meeting.
- Shall have bank signature cards available within fifteen (15) days of the Annual Meeting to the newly elected Treasurer.
- The Treasurer shall have checks available to the Show Chairman upon request prior to the scheduled event.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Club, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 18. EXECUTIVE COMMITTEE

The elected Executive Officers of the Club shall constitute an Executive Committee of the Board of Directors for the purpose of conducting business of the Club during intervals between meetings of the Board of Directors and for such other purposes as the Board of Directors may designate or delegate. The President shall be Chairman of the Executive Committee. The Executive Committee is not empowered to exercise on behalf of the Board of Directors any power or authority specifically reserved or granted to the Board of Directors by the Articles of Incorporation or these Bylaws. The Executive Committee shall meet at its pleasure and report its activities to the Board of Directors.

ARTICLE IV — MEMBERSHIP

SECTION 1. QUALIFICATION

A. Membership in Area VII shall be open to all people who will contribute to the Club by actively supporting and promoting Registered Ponies, and Miniature Horses. A person need not own a pony or miniature horse to be a member.

B. All memberships are nontransferable.

C. Members are encouraged to become members of the ASPC/AMHR.

SECTION 2. CLASSES OF MEMBERSHIP

A. There shall be three (3) classes of membership.

- Individual Membership consists of one (1) person 18 years of age or older. Individual members shall be entitled to one (1) vote.
- Youth. A youth member shall be a person below 18 years of age. A youth member may not vote. At age 18, a youth member may elect to transfer to an individual membership.
- Family Membership. Any two people 18 years of age or older, residing at the same address. A family is entitled to two (2) votes.

SECTION 3. TERMINATION OF MEMBERSHIP

A. Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events.

- Upon failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or by or by mail to such member by the Secretary of the Club. A member may avoid termination by paying the amount of the delinquent dues within a fifteen (15) day period following the member's receipt of the written notification of delinquency.
- Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the Club, the Board may elect to expel or suspend a member.
- Upon his or her notice of resignation delivered to the President or Secretary of the Club personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

SECTION 4. BOARD PROCEDURE TO EXPEL OR SUSPEND MEMBERSHIP

A. Following the determination under Section 3, subparagraphs A1 and A2 that a member should be expelled, the following procedure shall be implemented.

- A notice shall be sent by first-class or registered mail to the last address of the member as shown on the Club's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed action. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of the proposed action shall state the date, time, and place of the hearing.
- The member's failure to appear or send a written response, without good cause, constitutes a waiver of the member's right to appear and be heard. Upon such waiver, the Board, at its discretion, may proceed to consider an act upon the proposed expulsion.
- Following the hearing, the Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
- A suspended or expelled member shall be notified in writing by the President and shall forfeit all remaining annual dues.

SECTION 5. ANNUAL DUES

A. Annual dues shall be for the following classifications:

- Individual membership
- Youth membership under 18 years
- 3. Family membership

B. All dues are due and payable on January first. Dues paid in November and December prior to the January first date will be applied to the coming year.

C. The annual dues may be changed periodically at the regular meeting of the Club. Written notice shall be sent to each voting member forty-five (45) days prior to a meeting wherein a change to membership dues is to be considered.

SECTION 6. GENERAL MEMBERSHIP MEETINGS

A. Annual Meeting. The Annual Meeting will be held during the last quarter of the calendar year for the following purposes:

- Nomination of Club Officers. Nominations for Officers and Directors of the Club will be presented at the annual meeting. Nominations will follow the procedures outlined in Article III, Section 4 of these Bylaws.
- Other business may be considered at the Annual meeting.

B. Meeting for the Election of Club Officers. The election of officers of the Club will be held during the first meeting following the annual meeting. Procedures for voting shall be as Outlined in Article III, Section 4, of these Bylaws. Members need not be present to vote.

C. Special Meetings. Special meetings may be called at various times and locations designated by the Board of Directors. Each voting member is to be notified within a reasonable time but no less than seven (7) days prior to the meeting.

D. The order of business at all meetings of this Club shall be:

- Roll call of Officers
- Reading and approval of minutes
- Treasurer's Report
- Report of committees
- Old business
- New business
- Adjournment

SECTION 7: QUORUM FOR GENERAL MEMBERSHIP MEETINGS

A. A quorum at a general meeting shall be ten (10) percent of the membership and of this percent, four (4) must be on the Board of Directors.

B. 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.

C. In the absence of a quorum, any meeting of the members may be adjourned by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

D. Notwithstanding any other provisions of this Article, if this Club authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 8. CONDUCT OF MEETINGS

A. Meetings of members shall be presided over by the President, or, in his or her absence, by the Vice-President of the Club, or in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present. The Secretary of the Club shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

B. Meetings shall be governed by Robert's 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 Club, or with any provision of law.

ARTICLE V — COMMITTEES

SECTION 1. FORMATION

A. Committees may be formed by the President as needed. The chairperson of the committee shall be appointed by the President, or at the discretion of the President, the chairperson may be elected from the committee on which they serve.

B. All Committee Chairmen shall be required to keep a detailed Procedure Manual. This to be kept neatly in book form to become the possession of the Board of Directors, so as to be passed on to the next Chairman of that committee

C. Procedure Reports should include the following information:

- Timeline of detailed information for putting on the event.
- List of Vendors (if applicable to committee) and lead time required by them.
- Ways and Means
- Financial Report (if applicable) showing income, expenses and profit or loss.
- Evaluation

SECTION 2. TERMS OF OFFICE

A committee may continue until its purpose has been achieved. Alternatively, at the discretion of the President, the committee may be disbanded.

ARTICLE VI—AMENDMENT OF BYLAWS

A. These Bylaws may be altered, amended, or repealed at any annual membership meeting or special meeting called for that purpose; provided that a two-thirds (2/3) majority of the votes cast shall be in favor of such amendment.

B. A copy of any proposed amendment and a copy of the ballot shall accompany the notice of the meeting.

C. Any active member may vote by marking the same "yes" or "no" , signing his or her name and mailing the same to the Secretary. Such votes by mail shall be referred to a committee of three at the meeting, which shall make its report and cast the votes accordingly.

ARTICLE VII—DISSOLUTION

Upon abandonment, liquidation or dissolution of the Club, the assets, after all debts and liabilities are paid, shall be distributed by the Board of Directors equally to each member in good standing.

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 Area VII Shetland Pony and Miniature Horse Association, 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, containing thirteen pages, including this page, as the Bylaws of this Club.

Dated: January 14, 1998

(Signed): Marjorie Vliet, President
Virginia Flint
J. F. Curry

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: January 14, 1998

(signed): Kay M. Peterson, Secretary

AMENDED: 12/2001

Remove existing Article IV, Section 2, A, 3, Satellite Club

Membership. Area VII clubs dedicated to any of the ASPC registered breeds may apply for a club membership. Club membership entitles a club to one representative for up to 20 members and two representatives for 21 and over members. Representatives chosen must be members of ASPC in good standing and are entitled to one vote each. Substitute: Family Membership. Any two people 18 years of age or older, residing at the same address. A Family is entitled to two votes.

Remove existing Article IV, Section 5, A, 3, Satellite Club Membership - \$10 for each 20 members or less. \$20 for 21 or more members of the satellite club. And substitute: Family membership - \$15.

AMENDED: 1/2003

Article III, Section 4, Para A — clarifies the Annual Meeting as being the last meeting of the year and the one where the Slate of Officers for the following year is presented and approved.

Article IV, Section 3, Para A3 — change wording to provide for resignation of a member.

Article IV, Section 5, Para A — Dollar amount of dues was deleted.

Article IV, Section 5, Para C — was rewritten in entirety.

Article IV, Section 6, Para 2 — entire paragraph deleted as not a function of this club. Renumbered Para 3 to Para 2.

Article IV, Section 7, Para A — was rewritten to reflect a percentage (10%) -vs- seven (7) members.

Article V, Section 2, replaced the word "duly" with the word "purpose".

Amendments of 12/2001 and 1/2003 approved by vote of the membership dated:

AMENDED: JANUARY, 2006

Article III, Section 1. Remove last sentence.

Article III, Section 2. Para B - Delete existing sentence.

Article III, Section 2. Para C - Shall become Para B.

Article III, Section 2. Para D - Shall become Para C. Changed to observe a term limit and appointment of Show Chairman.

Article III, Section 2. Para D - (new) Pertaining to election of Directors

Article III, Section 12. Delete the words: "Removal and" leave only the word "Vacancies".

Article III, Section 17. Para 3- Remove the last sentence. — Pertaining to # signatures on checks.

Article III, Section 17 Para 7 - Will become Para 10

Article III, Section 17 Para 8 - (new) Pertaining to bank signature cards.

Article III, Section 17 Para 9 - (new) Pertaining to money available to Show Chairman

Article III, Section 17 Para 10 - Was the previous Para 7.

Article III, Section 19 Para A - Pertaining to non-performance of Office or Director

Article III, Section 19 Para 1 — 2 — 3 — 4 Procedures to expel or suspend officer or director

Article IV, Section 1 Para A — Delete entire Para A.

Article IV, Section 1 Para A (new) Pertains to membership open to all who will contribute to the Club by actively supporting Ponies and Miniatures. It also allows that non pony & miniature horse people may become a member. This last sentence would insure that our senior members who no longer have equine would be able to continue their membership and participation in the Club.

Article IV, Section 1 Para C to become Para. D

Article IV, Section 1 Para C (new) Members encouraged to become ASPC/AMHR members.

Article IV, Section 1 Para D - (was the old Para C)

Article IV, Section 5 Add sentence pertaining to early payment of Dues.

Article IV, Section 7 Rewrite for clearer understanding of a quorum. Article V, Section 1 Para A — is named for the existing paragraph in the Section. Article V, Section 1 Para B (new) pertains to committee procedure books.

Article V, Section 1 Para C (new) Procedure Book Guidelines.

Amendments of January, 2006 were approved by the votes of the membership dated: January 8, 2006

Signed:

Julie Mabie, President

Patty Steele, Secretary

AMENDED: SEPTEMBER, 2013

Article IV, Section 1 Para D was removed.

Amendments of September, 2013 were approved by the votes of the membership dated: September 28, 2013.

Signed:

Nancy Turner, President

Susan Browning-Wroe, Secretary