

CONSTITUTION
THE ALTA LOMA RIDING CLUB

Adopted May 1, 1967

Revised April, 1972

Amended March, 1973

Amended January, 1974

Amended September, 1980

Proposed Revision March, 1992

Proposed Revision October, 2001

Revision Effective January, 2002

ARTICLE I - NAME AND RESIDENCE

Section I - NAME

The name of the Corporation shall be "The Alta Loma Riding Club", also known as "ALRC". The seal of the corporation shall be responsibility of the President of the Corporation.

Section 2 - RESIDENCE

The principal place of residence of the ALRC shall be the City of Rancho Cucamonga in the State of California.

ARTICLE II - PURPOSES

Section I - PURPOSES

The specific and primary purposes for which this Corporation was formed are to promote wholesome family equestrian recreation, education, fellowship, and sportsmanship, consistent with safety for individuals and community, and a close relationship between similar groups whose principal interest is not in conflict with that of the ALRC, to do all lawful things necessary and needful in connection therewith; to conduct horse shows and equestrian events, to promote individual and group equestrian activity, to contribute to the wholesomeness of the community, and to provide proper and lawful means for publicizing and promoting said objectives.

Section 2 - PROHIBITION

The ALRC is organized under Section 501(c)(4) as a nonprofit, social welfare organization. In addition, the ALRC shall be nonpolitical, nonpartisan and nonsectarian.

ARTICLE III - MEMBERSHIP

Section I - ELIGIBILITY

Any person of good moral character is eligible for membership in the ALRC.

Section 2 - AUTHORITY

Members are entitled to such rights and privileges as defined in the Bylaws.

Section 3 – DISCIPLINARY ACTION

(a) SUSPENSION

A member may be suspended from the ALRC when that member's actions or inactions are contrary to the goals of, and are a detriment to, the ALRC. Suspension procedures shall be as set forth in the Bylaws.

(b) EXPULSION

A member may be expelled from the ALRC when that member's action or inaction involves a question of moral turpitude or ALRC financial misconduct. Expulsion procedures shall be as set forth in the Bylaws.

(c) TERMINATION

Membership may be terminated as provided in the Bylaws.

Section 4 - DUES

The membership shall pay dues to the treasury of the ALRC, as specifically set forth in the Bylaws.

ARTICLE IV - OFFICERS

Section I - OFFICERS

The Officers of this Corporation shall be President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, the immediate Past President as an ex officio, and a minimum of five (5) other elected members as defined In the ALRC Bylaws, Article III Section 1. The term of office and the duties of the officers shall be performed in the manner and to the extent set forth in the ALRC Bylaws.

ARTICLE V - ORGANIZATION

Section I - BOARD OF DIRECTORS

The Board of Directors shall consist of the officers as defined in Article IV Section 1 of this constitution. The ALRC's policies and affairs shall be administered and managed by the Board of Directors.

Section 2 – VOTING

Each member of the Board of Directors, except the President, shall have one vote on all voting issues. The President shall vote only in the case of a tie.

Section 3 - COMMITTEES

The Board of Directors shall create standing and special committees as deemed necessary to accomplish ALRC business and plans of work. Committee chairpersons shall be appointed by the President with Board of Director approval and in accordance with the Bylaws of the ALRC.

Section 4 - BYLAWS

Governance of ALRC Bylaws shall be adopted or amended by a two-thirds (2/3) vote of the officers present at any meeting of the Board of Directors, provided that a quorum of all the officers is present and voting. A minimum of thirty (30) days written notice shall have been given to all officers of the meeting, at which the Bylaws may be adopted or amended.

Section 5 - INDEMNITY

The ALRC agrees to indemnify its Board of Directors against expenses actually and necessarily incurred in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he or she may be made a party by reason of having been such an officer, provided:

- (a) They, he or she are or is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of their, his or her duty as an officer of the ALRC,
- (b) They, he or she are or is determined to have acted in good faith in what they, he or she reasonably believed to be in the best interest of the ALRC, and
- (c) In any manner, the subject of a criminal action, suit or proceeding, they, he or she are or is determined to have no reasonable cause to believe that his or her conduct was unlawful.

The determination as to the matters contained in subparagraphs (b) and (c), and in the absence of an adjudication as to the content of subparagraph (a) by a court of competent Jurisdiction shall be made by the Board of Directors of the ALRC, acting at a meeting at which a quorum consisting of officers who are not parties to or threatened with any such action, suit or proceeding present. Any officer who is party to or threatened with any such action, suit or proceeding shall not be qualified to vote. If for this reason, a quorum of officers cannot be obtained to vote on such indemnification, such determination shall be made by a party or parties to be selected by the officers who are qualified to vote as set forth above, but no such party or parties shall be an officer of ALRC.

Such indemnification shall not be deemed exclusive of any other rights to which such officers may be entitled to under the Constitution and Bylaws of the ALRC, or of insurance purchased by the ALRC for such Indemnification purposes.

ARTICLE VI - MEETINGS

Section 1 - BOARD OF DIRECTOR MEETINGS

A regular meeting of the Board of Directors shall be held monthly at such a place in or about Rancho Cucamonga as the President may designate. All meetings of the Board of Directors shall be open meetings, except that only Board members may vote on matters before the Board.

Section 2 - GENERAL MEMBERSHIP MEETINGS

General membership meetings shall be held monthly at such a place in or about Rancho Cucamonga as provided for in the Bylaws of the ALRC.

Section 3 - SPECIAL MEETINGS

The President and/or the Board of Directors shall have the authority to call special meetings as provided for in the Bylaws of the ALRC

ARTICLE VII - EMERGENCY PROVISIONS

In the event of a national or regional emergency or disaster the Board of Directors shall have full power to act in the best interests of the ALRC.

ARTICLE VIII - FINANCIAL RESPONSIBILITIES

Section I - AUTHORITY

The Board of Directors shall have the authority to act on the behalf of the ALRC in all financial matters. Primary responsibilities, policies, and procedures shall be as specifically set forth in this Constitution and the Bylaws of the ALRC.

Section 2 - FINANCIAL AUDIT

All financial transactions, including bank accounts, budgets, show, food booth, and all other receipts, will be audited annually one month prior to the end of the fiscal year. The President shall appoint an auditor with the approval of the Board of Directors. The auditor may be, but is not required to be, a member of the ALRC. No member of the Board of Directors can be appointed auditor.

Section 3 - BANKING ACCOUNTS

The Treasurer is responsible for the administration of all bank accounts. He/she will ensure signature cards are updated at the end of each fiscal year. All banking accounts maintained by the ALRC shall require signatures per Section 3(e) of the Bylaws.

Section 4 - TAXES AND INSURANCE

The President has the overall responsibility to ensure all taxes due by the ALRC are paid as required. Additionally, the President has the overall responsibility to ensure adequate insurance is provided for by the ALRC. Procedures and specific duties are further provided for in Section 3(a) of the Bylaws of the ALRC.

ARTICLE VIX - CONSTITUTION, AMENDMENTS, BYLAWS AND DISSOLUTION

Section I - CONSTITUTION

The ALRC shall be governed by this Constitution supplemented by and in accordance with the Bylaws approved by the Board of Directors.

Section 2 - AMENDMENTS

This Constitution may be amended by a two-thirds (2/3) vote of the ballots received from the members in good standing. The vote shall be conducted by the Board of Directors no less than thirty (30) days and no more than sixty (60) days subsequent to the publication of the proposed Constitutional Amendment to such members. If adopted, such Constitution shall supersede and cancel the previous Constitution and Amendments thereto.

Section 3 - BYLAWS

Rules and regulations in the form of Bylaws shall be established, adopted and amended for the purpose of carrying out the articles of this Constitution. Approval of the Bylaws shall be as provided for in Article VIII, Section 2.

Section 4 - DISSOLUTION

The ALRC may be dissolved by a two-thirds (2/3) mail vote of ballots received from members in good standing. The mail vote shall be conducted no less than thirty (30) days after notification to the members and publication of the Constitution.