

## BY-LAWS

### GLENDALE EQUESTRIAN CLUB

#### ARTICLE I

Structure of Association Section 1.1 Purpose. These by-laws shall constitute the by-laws of Glendale Equestrian Club.

To further the development of the trail system within the City of Glendale and the surrounding areas. Sponsor educational advancement and activities related to the Equine Industry.

#### ARTICLE II – OFFICES

The principal office of the corporation in the State of Arizona shall be located in the city of Glendale, 5850 W. Glendale Avenue, County of Maricopa. The corporation may have such other offices, either within or without the State of Incorporation as the board of officers may designate or as the business of the corporation may from time to time designate.

#### ARTICLE III – MEMBERS

##### 1. ANNUAL MEETING

The annual meeting of the members shall be held on the fourth Wednesday of January in each year, beginning with the year 1998 at the hour of 7:00 pm for the purpose of electing officers and for the transaction of such other business as may come before the meeting, or following month.

##### 2. MONTHLY MEETINGS

Regular monthly meetings shall be held on such a day, time and place as the officers shall designate. Notice shall be given to all members not less than ten days prior to such meeting.

##### 3. SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president at the request of not less than fifty percent of the members present and entitled to vote at the meeting.

#### 4. PLACE OF MEETING

The officers may designate any place, either within or without the State unless otherwise prescribed by statute as the place of meeting for any annual meeting or for any special meeting called by the officers. A waiver of notice signed by all members entitled to vote as a meeting may designate any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

#### 5. NOTICE OF MEETING

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the membership books of the corporation, with postage thereon prepaid.

#### 6. CLOSING OF MEMBERSHIP BOOKS OR FIXING OF RECORD DATE

For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other purpose, the officers of the corporation may provide that the membership books shall be closed for a stated period but not to exceed, in any case, thirty days. If the membership books shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the membership books, the officers may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than thirty days and in case of a meeting of members, not less than ten days prior to the date on which the particular action requiring such determination of members is to be taken. If the membership books are not closed and no record date is fixed for the determination of members, or members entitled to notice of or to vote at a meeting of members, or members entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the officers declaring such dividend is adopted, as the case may be, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

#### 7. QUORUM

No quorum is required at meetings as long as proper notice of the meeting was given.

## 8. TYPES OF MEMBERSHIP

A regular membership is available to any person over eighteen years or older.

A family membership shall include up to two adults, eighteen years or older and all immediate family members under the age of eighteen years.

A business membership is open to any business.

Each paid membership shall be entitled to one vote for corporation business.

## 9. DUES

Annual dues shall be set by officers and approved by the membership, payable to the Treasurer of Glendale Equestrian Club on January 1<sup>st</sup> of each year not to be withheld past March 1<sup>st</sup> of said year.

## 10. INVOLUNTARY TERMINATION OF MEMBERSHIP

Involuntary termination of membership shall require a two-thirds vote of all members in attendance at the meeting, provided that written notice of the proposed termination must be given to all members including the one proposed for termination, at least two weeks prior to the meeting.

## 11. PROXIES

Proxy voting is not authorized.

## 12. VOTING

Each membership is entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these by-laws shall be entitled to one vote in person only. All elections for officer shall be decided by majority vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation of the laws of this State.

## 13. ORDER OF BUSINESS

The order of business at all meetings of the members, shall be as follows:

1. Call to Order
2. Reading of minutes of preceding meeting
3. Treasurers report
4. Report of Committees
5. Election of Directors
6. Unfinished Business
7. New Business
8. Announcement
9. Adjournment

## ARTICLE IV – BOARD OF DIRECTORS

### 1. GENERAL POWERS

The business and affairs of the corporation shall be managed by its officers. The officers shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with these by-laws and the laws of this State.

### 2. NUMBER, TENURE AND QUALIFICATIONS

Each officer shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

### 3. REGULAR MEETINGS

A regular meeting of the officers, shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The officers may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

### 4. SPECIAL MEETINGS

Special meetings of the officers may be called by or at the request of the president. The president may fix the place for holding any special meeting of the officers called by him/her.

### 5. NOTICE

Notice of any special meeting shall be given at least ten days previously there to by written notice delivered personally, electronically or mailed to each officer at his business address. If mailed such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given electronically, such notice shall be deemed to be delivered when message is sent. The attendance of an officer at a meeting shall constitute a waiver of notice of such meeting, except where an officer attends a meeting for express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### 6. QUARUM

At any meeting of the officers, a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the officers present may adjourn the meeting from time to time without further notice.

### 7. MANNER OF ACTING

The act of the majority of the officers present at a meeting at which a quorum is present shall be the act of the officers.

## 8. NEWLY CREATED OFFICES

Newly created offices resulting from an increase in the number of officers may be filled by a vote of a majority of the officers then in office, although less than a quorum exists.

## 9. OFFICER VACANCIES

A vote on dismissal of officers for cause shall be called by the president or at least two other officers by notifying all members of an intent to hold such vote no later than two weeks prior to a regular meeting. This matter shall be brought before the members present at such meeting. A two-thirds vote of those present according to membership shall be required to dismiss an officer. Dismissal of an officer also removes the officer from his/her office, but does not automatically terminate membership.

## 10. RESIGNATION

An officer may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

## 11. PRESUMPTION OF ASSENT

An officer of the corporation who is present at a meeting of officers at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to an officer who voted in favor of such action.

# ARTICLE V- OFFICERS

## 1. NUMBERS

The officers of the corporation shall be a president, two vice-presidents, a secretary and a treasurer.

## 2. NOMINATIONS AND ELECTIONS

Nominations shall be made by members in good standing at the regularly scheduled November meeting. The names of those individuals nominated will be sent to members no less than ten days prior to the December regular meeting. Final nominations will be taken from the floor at the regular December meeting. Only those members in attendance may vote. Votes shall be tabulated by a vice president and secretary.

### 3. TERMS OF OFFICE

Officers shall be elected annually for a term from one January meeting until the next January meeting or until his/her death, resignation or removal.

### 4. REMOVAL

Removal shall be by the same procedure as for removal of an officer, and shall effectuate the officer's removal. However, such removal does not automatically terminate membership.

### 5. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled temporarily by the president. The temporary appointment shall remain in effect until the vacancy can be filled by the usual voting procedures of the members, with a limit of sixty days validity for the temporary appointment.

### 6. PRESIDENT

The president shall be the principal executive officer of the corporation and, shall in general supervise and control all of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the members and of the officers. He/she may sign any deeds, mortgages, bond, contracts, or other instruments which the officers have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the officers or by those by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the officers from time to time.

### 7. VICE-PRESIDENTS

In the absence of the president or in the event of his death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the president.

### 8. SECRETARY

The Secretary shall keep the minutes of the members' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each member which shall be furnished to the secretary by such member, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the officers.

## 9. TREASURER

If required by the officers, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the officers shall determine. He/she shall keep proper records and books of account, showing disposition of funds. He/she shall prepare and give a report at every regular meeting. He/she shall keep an inventory of all property owned by the corporation. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the officers.

## ARTICLE VI – CONTRACTS, LOANS, CHECKS AND DEPOSITS

### 1. CONTRACTS

The officers may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### 2. LOANS

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the officers. Such authority may be general or confined to specific instances.

### 3. CHECKS, DRAFTS, ETC

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the president and treasurer.

### 4. DEPOSITS

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

## ARTICLE VII – FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year.

#### ARTICLE VIII –SEAL

The officers shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words, “Corporate Seal”

#### ARTICLE IX –WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or officer of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE X – AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of two-thirds of those members present at a meeting in which two weeks’ notice of the proposed amendment or addition has been given to all members in the corporation newsletter.