



The Clements Buckaroos, Inc.
BYLAWS
Rev. January 2021

ARTICLE I (Name)

The name of this Corporation is and shall be The Clements Buckaroos, Inc.

ARTICLE II (Seal)

The Corporation shall have a common seal consisting of a circle having on its face the words, "CLEMENTS BUCKAROOS, INCORPORATED MAY 11, 1942", and shall contain such other insignia as shall be decided upon by the Board of Directors.

ARTICLE III (Purposes)

The specific purpose of this corporation is to preserve and promote the Western and Agricultural Heritage and Culture of the local Clements/Lockeford area through supporting, hosting and/or sponsoring rodeo, equestrian, 4-H, and community events as well as providing educational and experiential opportunities for the public. All such activities are limited and restricted to only those with a public benefit or charitable purpose. For the above purposes to receive gifts, devices and legacies, and to buy, acquire, own, sell, lease, execute deed of trust upon, mortgage, hypothecate, encumber, operate, manage, with real and personal properties, and to possess, operate and improve the same; to borrow money, to incur obligations for the repayment of borrowed money or otherwise, and for any obligations of said Corporation, to execute notes, contracts, bonds, and other evidences of indebtedness, to execute, sign, seal, and deliver deeds of trust, mortgages, or other liens or instruments creating liens, transferring, mortgaging or encumbering any of the real or personal property which said Corporation may have any interest, and to do any and all things reasonably implied, necessary or proper for the purposes of carrying out any or all of the above mentioned purposes.

ARTICLE IV (Manner of Electing and Voting)

All Members in Good Standing of said Corporation are entitled to vote upon all propositions coming before the members, provided that no voting by proxy shall be permitted, and no

member shall be entitled to vote without being actually present at such meeting at the time of voting.

All voting upon any proposition or admitting an applicant to membership and all voting for the election of officers and directors shall be by secret pre-printed ballot. Cumulative voting shall not be permitted and each member of the Corporation shall have but one vote for each director, officer, member, etc. Voting on all other matters that come before the general membership may be committed by oral vote or show of hands, with the exception of By-Law changes which shall be by written secret ballot that specifies the changes.

ARTICLE V (Election of Officers and Directors)

The open positions for officers and directors shall be nominated at the first regular meeting in October of each year and shall be elected by secret ballot at the first meeting in December of each year and shall assume office the first meeting in January for a period of two (2) years.

The Clements Buckaroos shall have a nominating chairman who shall be the current president and a nominating committee composed of any two (2) past Presidents of the club as chosen by the current President, who will submit the nominations for election of the President from the existing board, one or two (2) officers and the required number of board members to bring the total to no more than eleven (11) and no less than (7). These nominations shall include at least 5 members from the general membership at large. It is possible and advised to have more nominees than open positions for a true democratic election. The nominating committee shall also consider nominees for year-end awards. Nominees will be presented to the board at the October board meeting for consideration. This committee will meet by the first week of October prior to the first meeting in October to select a slate of officers to be recommended at the regular October meeting. Nominations for the election of officers may also be received from the membership present at the regular meeting in October and all nominations from the floor must be seconded to qualify for said election. At that time, the membership may choose to adjust the size of the board for the upcoming year.

In alternating years ending in even numbers, the Treasurer shall be elected and in the opposite years ending in odd numbers the Vice President and Secretary shall be elected. Each year the President shall be selected from the current year's board of directors. Each year there will be an additional number of directors selected from the general membership to bring the total number of directors to no more than eleven (11) and no less than (7). The President, Vice-President, Secretary and Treasurer shall automatically become members of the Board of Directors which shall also include the outgoing President and no more than five (5) and no less than two (2) members from the membership at large to constitute the total Board of Directors of no more than eleven (11) and no less than (7). At the time of nomination a nominee must be a member in good standing for a minimum of one year. The outgoing President will automatically become an advisory board member the year following his/her term. If current President is re-elected. The past President may retire at his request from his position on the board, and his vacancy may be filled from the membership at large.

A prospective candidate for President shall have served on the Board the previous full year (365 days) of his/her nomination. All other officers and board members at large may be selected from the general membership.

If no Board member is willing to accept the nomination, nominations can be accepted from the general membership. The nominees shall have served on the Board in any previous year and/or shall have been a club member the previous year.

No two people residing in the same household shall be able to hold office or a board position at the same time (nor shall they be allowed to serve on the same board committee). At no time, and under no circumstances, shall one person be allowed to hold two offices simultaneously.

Directors shall have no more than THREE UNEXCUSED required board meeting, regular board meeting or general meeting absences per year of serving. After the SECOND missed meeting, a letter will be sent notifying that one more missed meeting will constitute dismissal from the Board. An excused absence is defined as either planned - which is one where the to-be-absent director has requested permission to be absent at least one week in advance of the meeting from the other directors where a majority of the other directors have approved the absence OR an emergency absence where unforeseen circumstances such as accident, illness, disaster or other event out of the control of the director prevents the attendance at the meeting. Where possible the director should contact at least one other board member, preferably the president and/or secretary, to explain their situation.

Each of the officers and members of the Board of Directors shall serve without pay for a period of two years. At the time of nomination a nominee must be a member in good standing for a minimum of one year. The outgoing President will become an automatic board member the year following his/her term. If current President is re-elected, the past President may retire at his request from his position on the board, and his vacancy may be filled from the membership at large.

All new members of the Board shall submit to formal board training within sixty (60) days of accepting office. Board training shall be conducted by the By-Laws and Ethics committee. Board members or officers shall abstain from voting until By-Law training has been completed.

ARTICLE VI (Directors)

The powers of this Corporation shall be vested in a Board of no more than eleven (11) and no less than (7) directors, who shall be members in good standing, and 66% of the size of the board, including at least two (2) officers, shall constitute a quorum for the transaction of any business. The purpose of this number of directors shall be to insure the equal representation of all facets of the general membership. The directors shall be designated as the President, Vice-President, Secretary, Treasurer and the last outgoing President of the corporation and no more than five (5) and no less than two (2) members from the body at large. If current President is re-

elected, the past President may retire at his request from his position on the board, and his vacancy may be filled from the membership at large.

At no time shall more than 47% of the Board of Directors be "interested parties" as defined by California Corporations Code See 5227. These include parties who give substantial assets to or receive compensation from the corporation.

ARTICLE VII (Powers of Directors)

The Board of Directors shall have the following powers:

1. The Board shall be able to call special meetings of the members of the Corporation when deemed necessary. They shall also call a special meeting at any time upon written request of one-third of the membership.
2. The Board of Directors has the power and duty to conduct, manage and control the affairs and business of the Corporation and to make rules and regulations consistent with the laws of the State of California and the By-Laws of this Corporation, for the guidance of officers and management of the affairs of this Corporation.
3. The Board of Directors shall manage and have a fiduciary responsibility for all monies which may, at any time, be on hand arising from the collection of membership fees, donations, rentals, concessions, admissions to exhibits, or from any other source. These funds shall be at the disposal of the Board of Directors. Expenditures must be approved at a Board or Special Board meeting with a quorum present. This shall not be construed to allow polling of Board members by telephone. The Board shall have no power to levy assessments nor in any manner to financially obligate the Corporation by signing any notes or other papers or documents, or by purchasing property nor in any other way, contract for the expenditure of any monies beyond the sum of \$1000.00 for any one purpose without first having placed the matter before a regular or special meeting of the membership of said Corporation at which time a vote on the same shall be taken by the fifteen (15) members present at such meeting. If such assessment, expenditure, or obligation to be levied or incurred be over \$5000.00 such matter shall be advised by e-mail or telephone or mail if requested 10 days prior to voting and decided by two-thirds majority of the members present.
4. The Board of Directors shall, in conformity with sub-section three (3) of this article, have the power to incur indebtedness, the terms and amount of which shall be entered in the minutes of the board, and note or obligation, if any, given for the same, shall be signed officially by the President, or the Vice-President and the Secretary or the Treasurer and shall be binding on the Corporation.
5. The Board of Directors shall, in conformity with sub-section four (4), have the power to buy, own and lease real property and to erect buildings and improvements thereon, in accordance with the purpose and intentions of the Corporation and to take deeds and leases thereof on

behalf of this Corporation and to do all things necessary for the successful advancement of interests of this Corporation.

6. The Treasurer and Secretary shall be the custodian of all legal documents of said Corporation.

7. At no time shall the Corporation be permitted to make any loans to any Officers or Directors. Neither shall the Corporation finance the sale of any assets to such person.

ARTICLE VIII (Duties of Officers)

PRESIDENT: It shall be the duty of the President to preside over all meetings of said Corporation and directors and he/she shall have the deciding vote in case of a tie. He/she shall sign as President, all contracts and legal documents, which shall first have been approved by the Board of Directors. The President will be one of two signers on all Corporation bank accounts. The President must review all original Corporation bank statements monthly.

He/she shall call the Directors together whenever he/she deems it necessary upon not less than 48-hours notice stating the purpose of the meetings, and shall have, subject to the advice of the Directors, direction in the affairs of the Corporation, and generally shall discharge such other duties as may be required of him/her by the Board of Directors.

The President shall appoint standing committee chairpersons to include: Finance, Membership, Sponsorship, Rental Contracts, Insurance, Arena Director and Grounds/Equipment, as well as a Sergeant-At-Arms and Parliamentarian. The remaining committee members for each of these committees will be appointed by the chair, with the exception of the By-Laws and Ethics committee which shall consist of at least three members and be nominated and elected by the general membership. The Policies and Procedures of each committee shall be maintained in the Corporate Policy and Procedure book and should be referenced for clarification as to the current duties and responsibilities of each committee.

VICE-PRESIDENT: It shall be the duty of the Vice-President to preside at meetings of this Corporation and its Board of Directors in the absence of the President, and to perform such duties as ordinarily pertain to this office and as prescribed by the Board of Directors.

SECRETARY: It shall be the duty of the Secretary to keep a book of all meetings, proceedings and actions of the Board of Directors, and of members meetings, and present a full statement thereof at regular annual meetings of the members and to show generally the conditions of the Corporation affairs. The Secretary shall keep records of the Board of Directors and of the members of the Corporation and minutes of the meetings whether the meeting was annual, regular, special, how authorized, the notice given, the names of those present at board meetings and committee meetings, and the number of members present or represented at members meetings. All minutes shall be typed or legibly handwritten and kept in a dated binder by year. The Secretary is responsible for generating and distributing a monthly newsletter to

the membership, whether by action or oversight. The Secretary shall keep at the principal office in California, a copy of the Articles of Incorporation and By-Laws, as amended to date.

The Secretary shall serve meeting notices required by law or these By-Laws; and in a case of his/her absence, if he/she shall refuse or neglect to do so, then such notices may be served by any member directed by the President.

TREASURER: Said Treasurer shall give bond for the faithful performance of his/her duties to faithfully account for all monies which he/she may receive, in such form and in such amount as Board of Directors may, by resolution, determine. Treasurer must show proof of bond within 30 days of taking office.

Treasurer will be responsible for obtaining an audit of the corporation books upon request or requirement. The request or requirement will determine whether this shall be an Independent External Audit or an Internal Audit performed by a member elected by the general membership. Requests and requirements may arise from external sources, such as grant requests. As an external audit can cost a considerable amount of money, the Board of Directors shall take special care in balancing the benefits of any contract, obligation or grant that makes such a request or requirement. The general membership may also request an audit by majority vote at a regular scheduled meeting. Such audit will be deemed to be an internal audit, with said auditor chosen by the general membership, unless the parties requesting the audit are prepared to pay for the expenses related to an external independent audit.

The Treasurer shall coordinate with the Finance Committee to allow regular review and inspection of the books and records on no less than a quarterly basis. The Treasurer shall also work with the Finance Committee to develop and maintain an annual budget, controls and reporting standards.

The Treasurer shall, by action or oversight, be responsible for the timely filing and payment of all federal, state and local taxes. These include, but are not limited to, the 990 and related forms due to the IRS and the 199 and all related forms due to the Franchise Tax Board of California by May 15 of each year, property taxes both secured and unsecured, sales taxes and payroll taxes.

He/she shall keep the proper account books, be one of the two signers on all Corporation bank accounts, and discharge such other duties as pertain to his/her office and as may be directed by the Board of Directors.

He/she shall receive and account for all the funds of the association, and so far as practicable shall deposit the same in the association bank of record within 24 hours of the close of the event to be designated by the Board of Directors, as a depository, and pay them out from the same depository only upon checks signed by the Treasurer and/or the President. In the event that the Treasurer is unavailable, and the expenditure has been approved by the board, and the

balances in all accounts have been verified, the President and/or Secretary can sign a check. This should be reserved for emergency situations only.

At each association and annual meeting and at such other time or times, as he/she may be required, he/she shall submit to the members a complete statement on the accounts of the association.

The Treasurer shall also, by action or oversight, keep a Corporation membership list, showing classification, the date issued, and to whom each membership card was issued, as well as the address of each member, and facts and dates of forfeiture, cancellation, or any other final disposition of membership cards. The Membership Committee Chairperson shall assist the Treasurer with these duties.

ARTICLE IX (Board Vacancies)

Any vacancy, which may occur in any office or among the Board of Directors, shall be filled by a vote of the general membership. Any person so elected shall fill the balance of the term of office. Any officer or director may only be removed from office by a two thirds vote of the membership present at any regular or special meeting called and noticed for that purpose.

ARTICLE X (Rules of Order)

Except as herein otherwise provided, all the meetings of the members and Board of Directors of the Corporation shall be conducted in accordance with the provisions and rules set out in Roberts Rules of Order, 10th Edition.

ARTICLE XI (Membership)

Section A

This Corporation was formerly an Unincorporated association which has been Incorporated under the laws of the State of California; and therefore all existing members of said CLEMENTS BUCKAROOS who were members of said Unincorporated association prior to this Incorporation are hereby declared to be members of this Corporation; and the Secretary of this Corporation shall list the names of all such members and all members who may hereafter be elected to membership in the proper records of this Corporation.

Section B

As to those members of this Corporation who were members of said unincorporated association, all initiation fees are hereby waived.

Section C

All prospective members, with the exception of Associate members, must be invited to a regular club meeting in order that the club members are acquainted with the prospective members. A member in good standing for at least one (1) year shall bring the prospective

members' name before the general membership. At this time, the member shall present a brief personal resume of this individual or family with respect to character, standing in the community, general interest in horses and Western activity and community spirit. Membership vote on the prospective member will be taken at an additional general membership meeting following this introduction. Prospective member must be in attendance for vote to be taken. Membership applications must be approved by a two-thirds vote of members present. If prospective member is approved, a completed membership application, liability waiver, and one year's dues pro-rated as appropriate will be required. The member will be issued a Welcome Letter, copy of the Bylaws, and Code of Conduct. An associate member will pay one year's dues and submit a membership application at certain Clements Buckaroos produced events. The event chair will provide the associate members names to the general membership and the associate member may, if desired, become a full member with all entitled duties and rights of this classification by attending a general membership meeting and being voted in by a quorum of the membership.

Section D

It shall be preferred that all new members own a horse, saddle and equipment for transporting the same.

Section E

This Corporation shall have seven (7) classifications of membership: Individual, Family, Junior, Honorary, Senior and Lifetime and Associate.

1. Individual membership (\$35 annual dues) shall consist of one person, 18 years and over.
2. Family membership (\$50 annual dues) shall be available to a group of persons living in one household as a family unit. Family memberships will consist of two adults (i.e. head of household) and children under the age of 18 years, or full time students up to 23 years old.
3. Junior membership (\$25) shall consist of any youth under the age of 18 years with written consent of a parent or guardian. Junior membership does not have voting powers and cannot hold a position on the Board. This is to include the Mokelumne Mounties Jr. Drill team whose membership fees are donated as a sponsorship by the Clements Buckaroos.
4. Honorary membership shall be granted to any individual so designated by majority vote of this corporation with all rights, benefits and memberships with the exception of holding club offices or voting powers. No membership dues or initiation fees shall be assessed.
5. Senior membership (\$25) shall consist of any adult 65 years and older.
6. Lifetime membership shall be granted to any member wishing to pay 10x the current annual dues for their membership category. Lifetime membership may be granted to any member who has been a member in good standing for a period of ten (10) or more years, consecutively or cumulatively. The board shall determine if this qualification has been met. Lifetime

members are granted all the benefits of membership and voting powers. Nothing, however, shall be made to construe that Lifetime members are exempt from the responsibilities of Club Membership, the fiduciary responsibilities that come with any office or chair position for which said member may be elected or appointed, nor are such members exempt from sanctions, up to and including expulsion from the club that may be deemed necessary by the Board of Directors or other governing body so elected by the corporation. Lifetime members must first fill out a membr application and waiver for the current year anytime prior to voting.

7. An Associate member will pay one year's dues and submit a membership application at certain Clements Buckaroos produced events. The event chair will provide the associate members names to the general membership and the associate member may, if desired, become a full member with all entitled duties and rights of this classification by attending a general membership meeting and being voted in by a quorum of the membership. Associate membership (\$35) shall consist of any individual at any age.

Section F

Each member of the Corporation shall receive a Welcome Letter, copy of the by-laws and their name should be kept in the records of the Treasurer.

Section G

A membership shall only entitle the holder thereof to membership in the Corporation, and such rights shall not inure to the benefit of any other person whosoever.

Section H

A member who leaves in good standing may rejoin within 12 months of departure by payment of a re-instatement fee of \$25.00. If a member previously in good standing requests reinstatement after a one year absence, a new application and membership vote will be required.

Section I

Membership in The Clements Buckaroos, Inc. is non-transferrable and is deemed to have no monetary value.

ARTICLE XII (Membership Rights and Duties)

Upon payment of the membership fee and the annual dues (January 1st and delinquent on February 1st), as herein provided, each and every adult member of this Corporation shall have an equal right to the enjoyment of all rights, benefits and privileges of this association. Membership rights (with the exeption of associate membership) include the use of the clubhouse for a reduced rental fee for personal use other than club activities. "Personal events" is not to be construed to include rental for friends or other groups to which members may belong as these rentals shall be at full price. For all rentals, the member will be subject to the terms and conditions of the current rental contract.

A member in good standing (with the exception of associate members) may negotiate as a member representative of another outside club for rental of grounds or clubhouse, but negotiations are to be between this member and the majority of board membership of the Clements Buckaroos.

Membership Rights (with the exception of associate members) shall also include the use of the grounds and arena for recreational NON-PROFIT purposes only, unless otherwise rented or a scheduled event/function is in progress in the arena or Clubhouse. However, this shall not be construed to mean penning or grazing of personal livestock on the grounds overnight or training of outside horses and/or riders as a business for profit without the expressed written consent of the Board of Directors of said Corporation.

All members in good standing (with the exception of associate members) will receive the combination code to the lock on the front gate. The combination will be changed January 31 of each year. Members are expected to assume responsibility for the care and maintenance of equipment and corrals used by them. Any member that receives a key or keys to the grounds shall sign a statement acknowledging that they are aware of the requirement and that all locks will be rekeyed at member's expense should member lose the key, or fail to surrender the key upon request or termination of membership. All keys in member's possession will be returned to the Secretary upon completion of Board term, when membership is terminated at the request of the member or Club, or upon request of the Board.

A member can bid on and be paid for projects that would otherwise go to an outside contractor or service provider. This statement is not to be construed to include general membership bodies or volunteers performing general maintenance or minor improvements on the grounds or clubhouse. Such work shall not be compensated and is considered service to the corporation. Reimbursements for expenses will be allowed. However, any expenses for material, equipment, supplies or any other items shall be approved beforehand, and member must submit appropriate requests for reimbursements.

NO MEMBER IS TO BE PAID FOR HIS/HER SERVICES OR PROFIT BY A CLUB FUNCTION OR HOLD AN EVENT EITHER ON THE GROUNDS OR CLUBHOUSE WITHOUT PAYING A PRESCRIBED RENTAL FEE.

Members are expected to regularly attend meetings, participate in service to the corporation, promote a warm and friendly atmosphere within the club, promote the corporation in the community, support the functions of the corporation, adhere to the Bylaws, code of conduct and separately stated Policies and Procedures of the corporation and to keep personal differences from interfering with the overall health and well-being of the corporation.

ARTICLE XIII (Expulsion)

If the conduct of any member has been, or is injurious to the said Corporation, the Board of Directors, in conjunction with the Bylaws and Ethics committee, after citing said member with a (10) day notice of time and place of hearing, shall have full power to expel said member. He or she shall be expelled after being so declared, but said member shall have the right to refuse to draw out of his or her interest and may appeal to the Corporation at its first regular meeting thereafter from the action of the said Board of Directors, and ask that he or she be reinstated. At such hearing, the said member so accused shall have the right to be represented by counsel at member's own expense and the said Board of Directors shall, in such case, sit in a judiciary capacity. If the Corporation, by quorum present, disapproves of the action of the Board of Directors, he or she shall be reinstated. If expelled and not reinstated as prescribed, his or her membership fee, his or her membership and all his or her rights in any monies or properties of the Corporation shall be forfeited to the Corporation.

Any expelled member shall not be eligible for membership consideration for a period of no less than one year. If an expelled member wishes to rejoin the club, they must present their request to the presiding Board of Directors and Bylaws and Ethics Committee. If a majority vote of these persons approve the reconsideration, then the expelled member is presented to the general membership for vote, going through the same process as any other new member.

ARTICLE XIV (Dues)

Dues of this Corporation shall be paid upon receipt of annual membership statement by the first of January of each year and delinquent February 1st thereafter. The amounts shall be as prescribed under the membership section. Dues paid in full after MARCH 1 will be accessed an additional \$25.00 reinstatement fee.

A \$25 fee will be assessed for any check returned for non-sufficient funds.

ARTICLE XV (Meetings)

A regular annual meeting of the Corporation shall be held once a year in February at the principal place of business of this corporation at Clements, California and all notices thereof shall be e-mailed or mailed if requested. This meeting shall include a review and approval of the current year's proposed budget, as well as a recap of the past years finances, achievements and challenges. The president will present to the membership his/her vision for the current year. He/she will introduce the Chairpersons he/she has appointed for the current year. The membership chair will report on current years membership renewals and announce any membership drives. Each other chair will report as relevant to the current year. Committees may be filled at this time.

The members of this Corporation shall meet monthly on the second (2nd) Wednesday of each month, and may meet when deemed necessary. Each monthly meeting may be held at the

principal place of business of the Corporation. At each meeting, the place of the next meeting and hour of commencement shall be decided upon, and adjournment taken automatically to such place, hour and date provided for the next monthly meeting.

Thirty-five percent (35%) of all members in good standing shall constitute a quorum for the transaction of business at a regular meeting of the members, but a lesser number may meet and adjourn from time to time.

The Board of Directors shall meet on the fourth Wednesday of each month. It is required that any changes to this schedule be communicated to the general membership via mail, email or telephone as indicated by member request.

All special meetings of the Board of Directors and/or the members shall be called by e-mail if requested at least five (5) days prior to each member at the address currently on file with the Secretary, or by phone or text at least 48 hours before the commencement of such meeting. Such notice shall specify the time, place and purpose of the special meeting. Such meetings of the Board of Directors shall be as valid and binding as if regularly called and noticed.

No person shall be competent to sit or act in any meeting of the members of this Corporation or be a member of the Board of Directors or an elected officer of this Corporation who shall not have paid his or her membership or who shall be, for a period of more than 30 days, in default or arrears in payment of any dues owing to the Corporation.

ARTICLE XVI (By-Law Amendments)

By-Law changes may be submitted to the By-Law and Ethics committee in writing at any time throughout the year. Changes will be reviewed in January and voted on at the February general membership meeting. All changes must be submitted in writing and signed by the submitting member by December 1st. Voting on by-law changes shall be in conformance with **Article IV**. This Article may be changed to allow for different timing by a special vote of the membership.

ARTICLE XVII (Revenue)

All revenue and increments accruing to said Corporation shall be deposited with the Treasurer of this organization and shall be used in furthering the purposes of this organization, but no dividends shall be paid to any of its members or officers.

ARTICLE XVIII (Property)

Said property is located at 19813 E. Highway 88 in Clements, San Joaquin County having two (2) parcels #023-030-17 and #023-030-18. The mailing address of the Corporation is PO BOX 237, Clements, CA 95227. As a result of an informal agreement between seller of property, Sally Gillies and Charter Members of the CLEMENTS BUCKAROOS in 1944, said property shall hereafter be referred to as Gillies Field.

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