

Bylaws  
Of  
**CLEMENTS BUCKAROOS INC**  
A California Nonprofit Corporation

ARTICLE I  
NAME

The name of this Corporation is and shall be The Clements Buckaroos, Inc. The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Further, the corporation shall follow the State Nonprofit Corporation Law, as amended (the "Act").

ARTICLE II  
SEAL

The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Further, the corporation shall follow the State Nonprofit Corporation Law, as amended (the "Act").

ARTICLE III  
PURPOSES

The specific purposes of this Corporation are to preserve and promote the Western and agricultural heritage and culture of the Clements/Lockeford region by supporting, hosting, and sponsoring rodeo, equestrian, youth agricultural, educational, and community events, and by providing educational and experiential opportunities for the public.

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the California Nonprofit Public Benefit Corporation Law.

The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV  
REGISTERED OFFICE

4.1 The registered office of the Corporation shall be at 19813 E. Hwy 88, Clements, CA 95227.

ARTICLE V  
MEMBERS

5.1 Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

- a. Individuals: Individual members shall consist of one person, 18 years of age and over.
- b. Family membership: shall be available to a group of persons living in one household as a family unit. Family memberships will consist of one or two adults (i.e., head of household) and may include children under the age of 18 years, and/or full time students up to 23 years old. Maximum of two votes are allowed per family membership by adult heads of household.
- c. Junior membership: 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.
- d. Senior membership: shall consist of any adult 65 years and older.
- e. Lifetime membership: shall be granted to any member wishing to pay 20x 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 twenty (20) or more years, consecutively . 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 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 corporation 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 member application and waiver for the current year anytime prior to voting to remain active.
- f. 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 offices or voting powers. No membership dues or initiation fees shall be assessed.
- g. Associate Membership: shall consist of one person, 18 years of age. Associate Members may participate in club activities, volunteer opportunities, and programs offered at the Buckaroo Grounds. Associate Members do not have voting rights and are not eligible to serve on the Board of Directors.

5.2 Voting Rights. Only individuals in good standing shall have the right to vote at the meetings of the members on those items specified in Section 5.3 below, as well as to vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings, but may not vote.

5.3 Membership Meetings.

- a. Annual Membership Meeting - There shall be an annual meeting of the members held once a year at a date and time determined by the board at the principal place of business of this corporation 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 year's 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 chair will report as relevant to the current year. Committees may be filled at this time. During the annual meeting, voting members shall have the right to vote on the following matters: approval of the annual budget proposed by the Board, approval of any amendments to the bylaws that may be proposed by the Board. Voting on all other matters is expressly reserved for the Board of Directors.
- b. Regular Membership Meetings - The members of this Corporation shall meet monthly on a date fixed by the board, 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.
- c. Special meetings of the members may be called by the President of the Board of Directors or upon the request of 20% of the voting members. Notice shall be given in the manner specified in Article IX, Section 9.2 of these bylaws, and the notice shall state the purposes of the special meeting.
- d. No member shall be competent to 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.

5.4 Quorum and Voting. Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 25% of the total voting members. A majority of the votes cast at such a meeting at which a quorum is present shall constitute the action of the members.

5.5 Removal. Any member may be removed from membership by a quorum vote of the Board of Directors only for cause, which is defined as failure to pay dues, violation of bylaws or policies, conduct harm to the organization, fraud, theft, harassment, or unsafe conduct.

Membership may be suspended immediately by the Board if necessary to protect the safety of participants or the integrity of the Corporation pending final review.

5.6 Voting By Written Ballot. Any action which may be taken at any annual or special meeting of the members (including the election of officers and directors and the amendment of the bylaws) may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed under State Nonprofit Corporation Law, as amended (the "Act"), and shall be conducted as follows:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. The number of ballots received by the Corporation must equal or exceed the quorum that would have been required had there been a meeting
- c. Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- d. All solicitations for votes by written ballot shall indicate the number of the responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Corporation in order to be counted.
- e. To the fullest extent allowed by state law, written ballots may be delivered to members and received from members by electronic mail.

5.7 Honorary Titles. The Directors may create such additional Classes of "Membership", such as contributing members or honorary members, as they see fit, but such persons shall not have the right of Members under California Nonprofit Corporation Law, as amended (the "Act").

## ARTICLE VI OFFICERS AND DIRECTORS

6.1 Composition of the Board of Directors. The Board of Directors shall consist of the Executive Officers and the Directors of the Corporation. Collectively, these individuals shall constitute the governing body of the Corporation and shall have responsibility for the management, control, and direction of the affairs of the Corporation in accordance with these Bylaws and be referred to as board members.

6.2 Executive Officer Positions, Election, Term. The officers of the Corporation shall include a President, Vice-Presidents, a Secretary and a Treasurer, who shall be elected by the General Membership at an annual designated general membership meeting and shall serve for a term of two years and until their successors are elected and qualified. The past president shall also hold a position on the Board for a two year term. In alternating years ending in odd numbers, the Vice-President, Treasurer and up to three (3) directors shall be elected at the December meeting, and in the opposite years ending in even numbers the President, Secretary, and up to three (3) directors shall be elected. At the time of nomination, a nominee must be a member in good standing for a minimum of one year.

6.3 Officer Multiple Roles. Any two or more offices may be held by the same person if there are not enough qualifying nominations, except for the offices of President and Secretary, or President and Treasurer, which may not be held by the same person.

6.4 Officer Consecutive Terms. Officers may be elected for consecutive terms.

6.5 Officer Duties. The duties of the Officers shall include the following:

- a. The President shall preside at all meetings of the Members, and Directors; shall generally supervise the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio Member of every Corporation committee.
- b. A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate. 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
- c. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the Members; shall assure that appropriate notice is given for all meetings of the Board and Members; and shall perform such other duties as may be prescribed by the Board or by the President.
- d. The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board as requested, but not less than once a year; maintain financial affairs of the Corporation, maintain accurate financial records, present financial reports to the Board, and ensure that all required financial filings are made in accordance with applicable law and shall perform such other duties as may be prescribed by the Board or by the President. 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.

6.6 Officer Removal. Any Officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

6.7 Officer Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

6.8 Director Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

6.9 Director Qualifications. Each Director shall be an individual of at least 18 years of age.

6.10 Director Number, Election, and Terms of Directors. The Board of Directors shall consist of not fewer than three (3) nor more than eleven (11) persons as determined by the Board of Directors. Directors shall be chosen annually by ballot of the Members and shall serve for terms of two years and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year. At the time of nomination, a nominee must be a member in good standing for a minimum of one year. 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.

6.11 Director Removal. Any Director may be removed from office, with the assignment of any cause, by a vote of a majority of the other Directors, or by a majority of Members present, at a duly convened meeting of the Board or Members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

6.12 Board Quorum. A majority of all Board Members shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

6.13 Board Vote. Every Board member shall be entitled to one (1) vote.

6.14 Unanimous Consent of Board in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Board Members in office and shall be filed with the Secretary of the Corporation.

6.15 Regular Board Meetings. Regular monthly meetings of the Board shall be fixed by board and posted. If the date changes, 48 hours notice is required.

6.16 Special Board Meetings. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the Members of the Board.

6.17 Teleconference Board Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

6.18 Compensation. No Board Member shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Board Member from receiving any compensation from the organization for duties other than as a Board Member.

## ARTICLE VII COMMITTEES

7.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise and operate in the scope given by the Board. No committee shall have any power or authority as to the following:

- a. the filling of vacancies on the Board;
- b. the adoption, amendment, or repeal of the Bylaws;
- c. the amendment or repeal of any resolution by the Board; or
- d. action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

If any person who is not an Officer or Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

7.2 Appointment to Committees. Unless otherwise determined by the Board or set out in these Bylaws, the President shall have the power to appoint and remove members of all committees.

## ARTICLE VIII RESIGNATIONS AND VACANCIES

8.1 Resignations. Any Member, Director, or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the

Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

## 8.2 Filling Vacancies.

- a. If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Officers and Directors in office may choose an interim person or persons who may serve as a Director until the position can be elected at the next General Membership Meeting.
- b. If the position of any Officer becomes vacant, by an increase in the number of Officers, or by reason of death, resignation, disqualification, or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

## ARTICLE IX MEETINGS AND NOTICE

9.1 Place of Meetings. Meetings shall be held at the Clements Buckaroos Grounds unless otherwise posted.

9.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address appearing on the books of the Corporation, or in the case of Officers and Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or deposited with a courier service for delivery to such person. In the case of facsimile or electronic mail it shall be deemed to have been given when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

9.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

9.4 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE X  
LIABILITY AND INDEMNIFICATION

10.1 General Rule. An Officer or Director shall not be personally liable for monetary damages as Officer or Director for any action taken, or any failure to take any action, unless:

- a. the Officer or Director has breached or failed to perform the duties of Officer or Director in accordance with the standard of conduct contained in the Act and any amendments and successor acts thereto; and
- b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of an Officer or Director pursuant to any criminal statute or (b) the liability of an Officer or Director for the payment of taxes pursuant to local, state, or federal law.

10.2 Indemnification. The Corporation shall indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign Corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

10.3 Procedure. Unless ordered by a court, any indemnification under Section 10.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the

Officer or Director has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- a. by the Board of Directors by a majority vote of a quorum consisting of Officers and Directors who were not parties to the action or proceeding;
- b. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Officers or Directors so directs, by independent legal counsel in a written opinion; or
- c. by the Members.

10.4 Advancement of Expenses. The Corporation shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

10.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

10.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

## ARTICLE XI AMENDMENTS

11.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by the Members at any duly convened meeting of Members after not less than 10 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.

11.2 Bylaws. The Bylaws may be amended by the Members at any duly convened meeting of Members, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.

11.3 Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for exempt purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations

described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XII MISCELLANEOUS

12.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December. Financial records will be made available to any and all Board members upon request.

12.2 Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.

12.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

12.4 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.

12.5 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.

The incumbent treasurer is tasked with overseeing the financial administration of the organization. The treasurer is in charge of managing the bank account, reconciling bank statements and monitoring cash flow. The treasurer determines an operating budget based on the organization's fiscal year, prepares an operating plan for the overall budget, and for specific programs or tasks in concert and cooperation with the president and the Board of Directors. The treasurer will pay bills and sign checks on behalf of the organization. The treasurer shall submit bank statements and regular financial reports to the Board.

An additional board member shall be designated by the president as a back-up signatory to the treasurer, primarily for signing checks. This board member may perform as back-up to all treasurer functions as needed by the organization. This enables the organization to continue business in the event the treasurer is not available to perform such duties.

A Board of Directors Certification form must be completed and signed by each board member following each election. This completed form shall be provided to the organization's banking institution, along with the president's appointment letter of a second signatory.

If required by law, the Corporation shall obtain an independent audit of its financial statements. The Board of Directors may establish an Audit Committee to oversee the audit process.

12.6 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 a recorded 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, but owned by the Clements Buckaroos Inc.

12.7

The above Bylaws were approved and adopted by the Board of Directors of the Organization on the 20th day of March, 2026.

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President

Brian Gideon

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Secretary

Sally Rivera