BY -LAWS of THE MORAGA HORSEMEN'S ASSOCIATION

(a California Public Benefit Corporation)

as revised November, 2014

ARTICLE 1 MEMBERSHIP

Section 1. CLASSES

This corporation shall be a membership corporation pursuant to Section 5056 of the California Corporation Code. There shall be one class of membership in this corporation.

1. Family member

Section 2. NUMBER

There shall be no limit on the number of members in the corporation.

Section 3. QUALIFICATIONS

A person or family to qualify for membership must:

1. Have one member of the family who has reached the age of eighteen.

B. Live in proximity to the Lafayette, Orinda, Moraga area of Contra Costa County, California, or have an interest in the Moraga Horsemen's Association.

C. The member or immediate family must own, or have access to and/or have an interest in horses

D. Submit a completed membership application to the Vice President on a form to be prescribed by the corporation accompanied by the initiation fee and dues as described in Article I, Sections 4,7 & 8. -

Section 4. APPLICATION

The application for membership must include, but is not limited to:

1. Name(s), address, and age of applicant.
2. Pertinent information concerning the applicant's riding experience and horse.
3. The application for membership shall include an agreement to comply with the provisions of the articles of incorporation, the bylaws now or hereafter enforced, and all rules and regulations that may be adopted by the membership or the Board of Directors.

Section 5. ADMISSION TO MEMBERSHIP

The applicant for membership will be admitted to membership in the corporation by not less than a two-thirds affirmative vote of the members present at any regular meeting of the membership. Any applicant not so elected shall be entitled to a return of the initial fee and any dues paid.

Section 6. VOTING

Each family membership (husband/wife or registered domestic partners and children under the age of 18) in good standing shall have one vote.

Section 7. INITIATION FEES

The initiation fee shall be ten dollars ($10) per family and shall accompany the application for family membership.

Section 8. MEMBERSHIP DUES

Each family (husband/wife or registered domestic partners and children under the age of 18) shall constitute one membership. Each family membership will pay dues as set by the members in January of each year. New members will

1. pay the entire initiation fee and dues on a pro-rata basis for the remainder of the year at the time of application to membership in the association.

Section 9. ASSESSMENTS

The Board of Directors shall have the power and authority to receive or collect from any source, whether as payment for services rendered by the corporation, pursuant to contract, by way of contribution, or otherwise, any and all sums of money which may be useful, appropriate or required for the furtherance of any objectives and purposes of this corporation.

Section 10. INSURANCE AND RELEASE OF LIABILITY FORMS

A portion of the dues of all members shall be used to purchase comprehensive liability insurance for the association and such other insurance, including directors and officers liability insurance, as the board may from time to time deem appropriate.

Release of liability forms shall be signed by all family members and friends of MHA who come onto EBMUD leased property.

Section 11. DELINQUENCIES

A member delinquent for a period of four months in the payment of any financial obligation to the corporation, including fees, dues, or assessments, at the end of the first month after the quarter in which the obligation was incurred, shall be suspended, and shall not be entitled to vote or otherwise exercise any privilege or right of membership, including insurance coverage, until such obligation is paid. A member granted a leave of absence shall similarly be suspended, until active membership is resumed by payment of dues.

Section 12. EXPULSION

A member may be expelled from the corporation for any reason deemed sufficient by the Board of Directors. The member who is being considered for expulsion shall be given a thirty-day written· notice setting forth the reasons which impel the expulsion coupled with the opportunity to meet with the Board of Directors within that time. At the conclusion of the notice period, the Board of Directors shall vote on the expulsion either at the next regular meeting following the board or at a special meeting called for that purpose. Such member shall be expelled from the corporation by a two-thirds vote of the Board members present

ARTICLE 2 DIRECTORS

Section 1. NUMBER

The Board of Directors will consist of nine (9) regular members, the five (5) elected officers of the corporation, who will serve as Directors during their term of office, the two (2) immediate past Presidents, and two (2) additional directors elected at-large. At-large directors shall be elected by the Regular members at the annual meeting for a term of two years or until their successors are elected, and their term will begin immediately after adjournment of the annual meeting. There shall not be two directors from the same family.

Section 2. POWERS

Except as otherwise herein provided, the duties of the corporation shall be exercised, its property controlled, and its business affairs conducted by the Board of Directors. The Board of Directors will give due consideration to the suggestions of the Executive Committee of the Junior Association.

Section 3. DUTIES

It shall be the duty of the Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
2. Appoint and remove, employ and discharge and, except as otherwise provided in these Bylaws, prescribe the duties of all officers, agents and employees of the corporation;
3. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly; addresses with the Secretary of the corporation and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof; and,
4. Appoint such committees and counsel, agents and employees, and fix the compensation of such counsel, agent and employees as it may see fit, and the Board shall prescribe the powers, duties and functions of all such committees, counsel, agents and employees. All committees, however, and all officers, agents and employees of the corporation appointed by the Board of Directors shall be subject to the control and supervision of the Board and shall be subject to the removal at the pleasure of the Board.

Section 4. ELECTION OF DIRECTORS AND TERMS OF OFFICE

The officers of the Board of Directors will consist of Chairperson and Vice-Chairperson. These officers will be the Second Past President and First Past President, respectively, as confirmed by the Directors at the first meeting of the Directors following the annual meeting. Failing such confirmation, these officers will be elected by the Directors at that first meeting. Such Board Officers shall serve until replaced or reconfirmed by the Board.

Section 5. CONDUCT OF MEETINGS

The chairperson of the Board of Directors shall preside at a/l meetings of the Board of Directors. He shall be a member with right to vote of all committees appointed by the Board of Directors and shall perform such other duties as are necessary and incident to this office. The Vice-Chairperson of the Board of Directors shall act in the absence of the Chairperson.

Section 6. VACANCIES

Vacancies on the Board of Directors will be filled by the vote of the remaining directors. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Directors may be removed without cause by a majority of the directors then in office. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Section 7. NO INTEREST IN ASSETS:NON-LlABILlTY OF DIRECTORS

No Director shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon its dissolution, after paying and adequately providing for its debts and obligations, the Directors shall dispose of the remaining property in accordance with the Articles of Incorporation.

Except as provided by the California Nonprofit Public Benefit Law, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 8. INDEMNIFICATION OF DIRECTORS. OFFICERS. EMPLOYEES AND OTHER AGENTS

1. To the fullest extent permitted by law, this corporation shall indemnify and hold harmless any person who was or is a party to, or is threatened to be made a party to, or is otherwise involved in any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee or agent to this corporation or is or was serving at the express request of this corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The foregoing indemnification shall not be deemed exclusive of any other right to which such person may be entitled. Furthermore, such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent of this corporation and shall inure to the benefit of the estate, executor, administrator, heirs, legatees, or devisees or such person.
2. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses, including attorneys' fees, incurred by a person seeking indemnification in defending any action, suit or proceeding shall be advanced by the corporation before final disposition upon receipt and acceptance by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that such person is entitled to be indemnified for those expenses by the corporation.

ARTICLE 3 OFFICERS

Section 1. NUMBER OF OFFICERS

The officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer and Sergeant at Arms.

Section 2. PRESIDENT.

1. The President shall be the chief executive officer of the corporation and shall, be subject to the control of the Board of Directors, supervise and control the affairs of the corporation 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 Article of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all general meetings of the members. Except as otherwise expressly provided by law, the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.
2. He or she shall be a member ex-officio, with the right to vote, of all member committees. He or she may appoint such committees composed of members of the corporation as are necessary to assist in accomplishing the purposes of the corporation. He or she shall communicate to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the welfare and increase the usefulness of the corporation, and shall perform such other duties as are necessary and incident to the office of president of the corporation.
3. The President, together with the Pasture Manager and Assistant Pasture Manager, shall serve as liaisons to EBMUD.

Section 3. VICE-PRESIDENT.

1. In the case of the absence of the president, or his inability to act from any cause whatsoever, the Vice-President shall perform, for the time being, the duties of the president's office. The Vice-President is also Charged with the office of Membership Chairman and sends to all prospective new members the Bylaws, any guidelines, membership forms and liability releases. The Vice-President is a member of the Pasture Committee and will keep record of the waiting list for the pasture spaces.

Section 4. SECRETARY.

A. The Secretary of the corporation shall give due notice of all meetings to the Regular membership when notice is required, and shall attend such meetings and keep minutes of the proceedings thereof and record the same over his or her signature in a minute book.

B. The Secretary shall have custody of the records of the corporation and its committees, attend to the proper publication of all reports, and conduct official correspondence. He or she shall keep a roll of the members of the corporation, and of all committees. He or she records and maintains the attendance rogs for all meetings and events.

C. The Secretary shall perform such other duties as are usually incident to his or her office or as may be required of him or her by the president or the Board of Directors.

The Secretary shall:

1. Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date.
2. Keep a book of minutes of all meetings of the Directors, and if applicable, meetings of committees of Directors 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 proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. 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 the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5. TREASURER.

Subject to the provisions of these Bylaws relating to the "Execution of Instruments,

Deposits and Funds" the Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipts for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Prepare an accounting summary for distribution at each regular meeting of the membership.
6. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
7. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
8. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. 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 corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 6. SERGEANT AT ARMS.

The Sergeant at Arms will maintain order at all meetings or activities of the membership and act in other ways as directed by the president.

Section 7. ELECTIONS OF OFFICERS

The officers of the corporation shall be nominated and elected at the annual meeting of the regular members for a term of one year or until their successors are elected, whichever is longer.

Section 8. SUBORDINATE OFFICERS

The Board of Directors may appoint such other subordinate officers or agents (The Board of Directors may appoint such other subordinate officers or agents (known as Assistant Secretary or Assistant Treasurer, et cetera) as it may, from time to time, deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed by the Board of Directors.

Section 9. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 10. COMPENSATION

The officers of the corporation shall serve without compensation.

ARTICLE 4 MEETINGS

Section 1. PLACE OF MEETING

Meetings of the Board of Directors may be held at any place within the State of California that has been designated from time to time by resolution of the Board.

Section 2. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held preferably at least once each three (3) months, upon the call of the Chairperson and at the time and place designated by him or her. Notice of the time and place of such meetings shall be given to each Director at least seven (7) days prior to the meeting. Regular meetings of the Regular members shall be held, preferably once a month, on a regularly scheduled day at a regularly scheduled time.

Section 3. ANNUAL MEETINGS

The annual meeting of the regular members of the corporation and the annual meeting of the Board of Directors shall be held, unless otherwise specified by action of the membership or by the Board of Directors, in January of each year. Written notice of any annual meeting shall be given at least seven (7) days prior to such meeting by first-class mail or seventy-two (72) hours notice delivered personally or by telephone or e-mail. Annual reports and financial statements shall be presented to the members at the annual meeting.

The annual meeting of the Board of Directors shall be called by the Chairperson of the Board, the President, the Vice-Chairperson, or by any two directors, and such meetings shall be held at any place within the State of California that has been designated from time to time by resolution of the Board.

Section 4. SPECIAL MEETINGS

1. Special meetings of the Board of Directors or of the Regular members shall be held upon call of and at the time and place specified by the Chairperson of the Board of Directors or by the President of the corporation. Written notice of any special meetings of the Board of Directors or of the members shall be given at least seven (7) days prior to such meeting.
2. Notice of any special meeting shall state the purpose thereof, but no notice shall be necessary where each member of the body meeting is present, or, if not present, waives notice by written waiver. Any such written waiver of notice shall be effective whether it is signed prior to or subsequent to the meeting to which it relates.
3. Special meetings of the Regular members of the corporation shall be held upon the written request of a majority of the members, and special meetings of the Board of Directors shall be held upon the written request of a majority of the Directors. Such written requests shall be addressed and delivered to the President or Secretary, whereupon it shall be the duty of the President to call such meeting at the time and place designated in such request, or, if not so designated, at such time and place as he or she may designate, which shall not be more than thirty (30) days following receipt of such written request. Notice of such meeting shall be given as provided in Sections 4 and 5 of this Article

Section 5. NOTICE OF MEETINGS

Regular members will be notified at least seven (7) days prior to the date of a regular meeting of any policy issues to be raised at the meeting. Inclusion in the club newsletter shall be sufficient notice.

Section 6. CONTENTS OF NOTICE

Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

Section 7. QUORUM FOR MEETINGS

1. At all meetings of the regular membership of the corporation the presence of 10 regular members shall constitute a quorum for the transaction of business. At all meetings of any committee, the presence of one-half (1/2) of the members of such committee shall constitute a quorum for the transaction of business.
2. At all meetings of the Board of Directors, the presence of a majority of the members of the Board of Directors of the corporation shall constitute a quorum for the transaction of business. Should there be less than a quorum present, those present may nevertheless adjourn the meeting without further notice to a specified time and place.
3. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, 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. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken. The directors 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 directors 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 corporation.

Section 8. MAJORITY ACTION AS BOARD ACTION

1. In all actions, meetings or proceedings of the Regular members of the corporation or of the Board of Directors, a majority vote or written consent of the Regular members or of the Directors present shall be required to constitute the act of such body, except where herein specifically provided to be in some other manner.
2. Every act or decision done or made by a majority of the directors 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 corporation, or provisions of the California Nonprofit Public Benefit Corporation Law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 9. CONDUCT OF MEETINGS

1. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice-Chairperson of the corporation or, in his or her absence, by the President of the corporation or, in his or her absence, by the Vice-President of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation 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.
2. 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 corporation, or with provisions of law ..

Section 10. ACTION BY UNANIMOUS WRITIEN CONSENT WITHOUT MEETING

1. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

ARTICLE 5 EBMUD ARENA AND PASTURE PROPERTY

Section 1. USE AND MAINTENANCE OF EBMUD PROPERTY

The membership is encouraged to enjoy and participate in the maintenance of the EBMUD arena and pasture areas. MHA members and wait listees are invited to the regular Pasture Committee meetings.

Section 2. PASTURE COMMITIEE

The current welfare of the horses in the pasture will be under the control of their owners, who will comprise the Pasture Committee. The Pasture Committee shall elect annually a Pasture Manager. In order to be elected manager, the Pasture Committee member must have had his or her horse in the pasture for at least two (2) years.

Section 3. EBMUD PROPERTY GUIDELINES

The EBMUD Property Guidelines governing the use of the pasture shall be reviewed by the Pasture Committee on an annual basis or more often as requested by the Board of Directors.

ARTICLE 6 OTHER COMMITTEES

SECTION 1. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

Section 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or the President of the corporation.

Section 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 8 CORPORATE RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS

1. The corporation shall keep

1. Minutes of all meetings of Directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

1. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3. ANNUAL AUDITS

The records and books of the corporation shall be audited annually, as soon as possible after the end of each fiscal year, by a committee of Directors appointed by the Chairperson. In no event shall the committee be fewer than three (3) Directors.

ARTICLE 9 FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of that year.

ARTICLE 10 AMENDMENTS

Section 1. AMENDMENTS

These Bylaws may be amended, altered, changed or repealed at any regular meeting of the regular members of the corporation by majority vote of those present or written consent of majority of the regular members, provided that the motion to amend these Bylaws is made during a regular meeting next preceding the regular meeting that the motion is voted upon.

Section 2. NUMBER OF DIRECTORS

The number of the Directors of the corporation may be changed by amendment to the Bylaws made as herein provided.

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the Moraga Horsemen's Association as adopted at a meeting of the Board of Directors held on November 18, 2014 at Moraga, California